



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 24th Annual General Meeting of Indraprastha Gas Limited will be held on Wednesday, September 27, 2023 at 10: 30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 March 31, 2023, (b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2023; and the reports of the Board of Directors and the Statutory Auditor and the comments of Comptroller & Auditor General of India thereon.
2. To appoint a Director in place of Shri Ashish Kundra, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor of the Company 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 the Statutory Auditor of the Company to be appointed by Comptroller and Auditor General of India for the Financial Year 2023-24."

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 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, 2024, 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 authorized to do all acts

and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

RESOLVED THAT Shri Kamal Kishore Chatiwal (DIN: 08234672), who was appointed as an Additional Director by the Board of Directors 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."

6. 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 (iii) of the Articles of Association of the Company, approval be and is hereby accorded, to the appointment of Shri Kamal Kishore Chatiwal (DIN: 08234672) as Managing Director of the Company on whole-time basis with effect from June 15, 2023 to June 14, 2026, on the terms and conditions of appointment and remuneration as forwarded by GAIL (India) Limited vide its office order no. GAIL\CO\TRF\06\23 dated June 8, 2023 and letter no. 23/Sec./1520/2023 dated June 14, 2023, 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 Kamal Kishore Chatiwal / GAIL.

FURTHER RESOLVED THAT the Company shall provide all such facilities to Shri Kamal Kishore Chatiwal, as approved by the Board, for his smooth functioning as Managing Director and reimburse such expenses as are incurred by Shri Kamal Kishore Chatiwal in carrying out the responsibilities of Managing Director.

By Order of the Board

Sd/-

(S. K. Jain)

Company Secretary

Place: New Delhi

Date: August 22, 2023



Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, for items 3 to 6 is annexed hereto.
3. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.iglonline.net, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfin Technologies Pvt. Ltd. - <https://www.evoting.kfintech.com>
5. 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) at M/s Kfin Technologies Ltd., KFinTech Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032.
6. 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.
7. Members may correspond with the RTA /Company to claim dividends, which remain unclaimed. In this regard, 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 (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
8. In exercise of powers conferred by Section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India has to appoint Statutory Auditors of the Company for the FY 2023-24.
9. The Company has appointed M/s KFin Technologies Limited ("KFIN"), Registrar and Transfer Agents of the Company, to provide the VC/OAVM facility for conducting the AGM electronically and for voting through remote e-voting or through e-voting at the AGM.
10. The Board of Directors has appointed Shri P.P. Agarwal, Company Secretary in practice as the Scrutinizer, for conducting the remote e-voting process and poll in a fair and transparent manner. Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail id to the Scrutinizer at fcs.ppa@gmail.com with a copy marked to einward.ris@kfintech.com (KFIN's id).
11. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and it will close after the expiry of 15 minutes from the time scheduled for AGM. The facility will be available to the Members on first-come-first-served basis. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are allowed to attend the AGM without restriction on first-come-first served basis.
12. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during September 23, 2023 to September 25, 2023. Only those members who are registered will be allowed to express their views or ask questions. The Company

reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. All the documents referred to in the accompanying notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 shall be available for inspection through electronic mode. Members are requested to write to the Company on investors@igl.co.in for inspection of said documents; and

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available during the AGM for inspection in the electronic mode at <https://emeetings.kfintech.com>.

15. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFIN website (<https://evoting.karvy.com>). In case of any other queries / grievances connected to remote e-voting or shares, you may contact Mr. Raj Kumar Kale of KFIN, at telephone number: 040-67162222 or the toll-free number 1800-309-4001 or at email: evoting@kfintech.com.
16. 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.
17. 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 ("Listing Regulations"), the Company has made necessary arrangements for remote e-voting facility to its members to enable them to cast their votes electronically.
 - b) Members are requested to carefully read the instructions for remote e-voting before casting their vote.

- c) The remote e-voting period will commence at 9.00 AM on September 23, 2023 and will end at 5.00 PM on September 26, 2023.
- d) The cut-off date (i.e. the record date) for the purpose of remote e-voting or poll is September 20, 2023. 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 20, 2023 shall be entitled to avail the facility of remote e-voting/Ballot Paper.
- e) The procedure and instructions for remote e-voting are as under:

PROCEDURE FOR REMOTE E-VOTING

- i. In pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process.
- ii. Individual demat account holders would be able to cast their vote without having to register again with the Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- iii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with Kfintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
- iv. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- v. The details of the process and manner for remote e-voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.



Step 2: Access to KFinTech e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>(i) Visit URL: https://eservices.nsd.com</p> <p>(ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>(iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”.</p> <p>(iv) Click on Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>(i) To register click on link : https://eservices.nsd.com</p> <p>(ii) Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Proceed with completing the required fields.</p> <p>(iv) Follow steps given in points 1.</p> <p>3. Alternatively by directly accessing the e-voting website of NSDL</p> <p>(i) Open URL: https://www.evoting.nsd.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p>

Type of shareholders	Login Method
	<p>(iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be requested to select the name of the company and the e-voting service provider name, i.e. KFinTech.</p> <p>(v) On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>(i) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>(ii) Click on new system Myeasi</p> <p>(iii) Login with your registered user id and password.</p> <p>(iv) The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFinTech e-voting portal.</p> <p>(v) Click on e-voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>(i) Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p>

Type of shareholders	Login Method
	(i) Visit URL: www.cdslindia.com
	(ii) Provide your demat Account number and PAN Number.
	(iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.
	(iv) After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	(i) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility.
	(ii) Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.
	(iii) Click on options available against Company name or e-voting service provider – KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- II) Login method for e-voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**
- (A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- I. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - II. Enter the login credentials (i.e. User ID and password). 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 KFintech for e-voting, you can use your existing User ID and password for casting the 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 "EVEN" i.e., 'Indraprastha Gas Limited – AGM' and click on "Submit".



- 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., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id fcs.ppa@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ Even No."
- (B) Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx>

Detailed FAQ can be found on the link:

<https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-voting during the meeting.

- I. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- II. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, and Mozilla Firefox22.
- III. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- IV. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- V. 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.

VI. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- a) 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.kfintech.com/public/Downloads.aspx> (KFintech Website) or contact Shri Ravuri Vijay, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- b) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 20, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- c) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, 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 Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-voting Event Number Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL
MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - ii. 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.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- d) 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.kfintech.com/> (KFintech Website) or contact Shri Raj Kumar Kale, (Unit: Indraprastha Gas Limited) of Kfin Technologies Ltd., KFintech Selenium Tower B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at evoting@kfintech.com or call KFintech's toll free No. 1800-309-4001 for any further clarifications.

- e) 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).
- f) 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.
- g) 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.
- h) 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 20, 2023. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- i) 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 (<https://www.iglonline.net>) and on KFintech's website (<https://evoting.kfintech.com/>).

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

Item No. 3

As per Section 142 of the Companies Act, 2013, the remuneration payable to the Auditor shall be fixed in the General Meeting of the Company or in such manner as may be determined therein. Further, as per Section 177 of Companies Act, 2013, read with regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit committee will recommend the appointment and fixation of remuneration of Statutory Auditor to the Board.



In exercise of the powers conferred by Section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India (CAG) appoints Statutory Auditor of the Company. Accordingly, on receipt of communication from CAG regarding appointment of Statutory Auditor and authorization by the members in the AGM, Board of Directors decide and fix the remuneration of Statutory Auditor on the recommendation of the Audit Committee. The remuneration will commensurate with the quantum of work required to be undertaken by the Statutory Auditor and amendments in prevailing Laws & Regulations.

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

The Board of Directors of the Company recommends the resolution set out in item no. 3 for your approval.

Item No. 4

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 FY 2023-24. The remuneration proposed to be paid to the Cost Auditors, would be Rs. 2,62,500 (Rupees Two Lakhs Sixty Two Thousand and Five Hundred only) plus out of pocket expenses with a cap of 10% of the fees 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. 4 for approval of the shareholders as an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

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

Item Nos. 5 & 6

The Board of Directors appointed Shri Kamal Kishore Chatiwal (DIN: 08234672), as an Additional Director w.e.f. June 15, 2023. 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 (iii) of the Articles of Association of the Company, Shri Kamal Kishore Chatiwal was nominated by GAIL (India) Ltd., as Managing Director w.e.f. June 15, 2023 to June 14, 2026, on the terms and conditions of appointment including tenure and remuneration as forwarded by GAIL

(India) Limited vide its office order no. GAIL\CO\TRF\06\23 dated June 8, 2023 and letter no. 23/Sec./1520/2023 dated June 14, 2023. Accordingly, Board of Directors also appointed Shri Kamal Kishore Chatiwal as Managing Director.

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

I. Shri Kamal Kishore Chatiwal shall have the power of general conduct and management of the business and affairs of the Company.

II. Salary:

Shri Kamal Kishore Chatiwal 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. 1,50,000 - 3,00,000/-

Particulars	Rs./ Month
Basic Pay	2,40,490
Variable DA (37.7% w.e.f. 01.04.2023)	90,665
HRA @ 27% of Basic Pay per Month	64,932
Perquisites and allowance	84,172
Secondment Allowance	9,000

Variable DA: VDA is subject to change every quarter.

Accommodation: Shri Kamal Kishore Chatiwal is drawing HRA.

Other perquisites and benefits: Shri Kamal Kishore Chatiwal is entitled for Performance Related Pay and other perquisites / entitlements / benefits, as applicable to him from time to time in GAIL.

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 & 6 for your approval.

Other than Shri Kamal Kishore Chatiwal and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolution. The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders.

By Order of the Board

Sd/-

Place: New Delhi
Date: August 22, 2023

(S. K. Jain)
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR SEPTEMBER 27, 2023

Name of the Director	Shri Kamal Kishore Chatiwal	Shri Ashish Kundra
Date of Birth	December 23, 1968	March 6, 1973
Date of Appointment/Re-appointment	June 15, 2023	March 26, 2021
Qualification	B.Tech in Chemical Engineering, IIT Delhi	IAS
Expertise in specific functional area	He has more than 32 years of experience in Oil & Gas Sector particularly in Project Execution and Commissioning of Mega Petrochemical projects, Operation & Maintenance of Gas Processing units, Natural Gas Compressor Station and Cross-Country LPG Pipeline.	He is an IAS holding position of principal Secretary-cum Commissioner, Transport, Delhi Govt.
List of other Companies in which Directorship held	Maharashtra Natural Gas Ltd.	<ol style="list-style-type: none"> 1. Delhi Transport Infrastructure Development Corporation Limited 2. Delhi Tourism and Transportation Development Corporation Limited 3. Delhi Integrated Multi-Modal Transit System Limited 4. National Capital Region Transport Corporation Limited
Chairman/member of the committee of Board of Directors of other companies	NA	NIL
Shareholding in the Company	NIL	NIL
Relationship with other Directors	No	No

