



# INDRAPRASTHA GAS LIMITED

(A Joint Venture of GAIL, BPCL & Govt. of NCT Delhi)

IGL/CS/PB/Dec/2024

December 11, 2024

The Manager  
Dept. of Corporate Services  
BSE Ltd.  
1<sup>st</sup> Floor, P.J. Towers  
Dalal Street  
Mumbai – 400 001

Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E)  
Mumbai – 400 051

Security Code : 532514

Trading Symbol : IGL

**Sub: Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015:  
Notice of Postal Ballot and Remote E-Voting**

Dear Sir/Madam,

This is to inform that the Company is conducting Postal Ballot for seeking the approval of Members of the Company for resolutions contained in Postal Ballot Notice. Please find enclosed herewith copy of Notice of Postal Ballot along with Explanatory Statement and instructions for remote e-voting pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India, Postal Ballot Notice will be sent by electronic mode only to those Members whose e-mail address(es) are registered with the Company/Depositories.

The Company has engaged the services of KFIN Technologies Limited (KFintech) to provide remote e-voting facility to its members. The remote e-voting period shall commence from Tuesday, December 17, 2024 (9:00 hours IST) and shall end on Wednesday, January 15, 2025 (17:30 hours IST).

Postal Ballot Notice is also available at the website of the Company at <https://www.iglonline.net/> and on the website of e-voting agency i.e., KFIN at <https://evoting.kfintech.com/>. The result of the Postal Ballot shall be announced on or before Friday, January 17, 2025.

This is for your information and record.

Thanking you,

Yours sincerely,  
For Indraprastha Gas Limited

(Vivek Sahay)  
Company Secretary & Compliance Officer

Encl: As Above

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

Tel.: 46074607 Fax: 26171863 Website: [www.iglonline.net](http://www.iglonline.net)

CIN : L23201DL1998PLC097614

An ISO 9001 : 2015, ISO 14001 : 2015, ISO 45001 : 2018 and ISO 50001 : 2018 Certified Organisation





## **INDRAPRASTHA GAS LIMITED**

Regd. Office: IGL Bhawan, Plot No.4, Community Centre, Sector-9, R. K. Puram, New Delhi-110022  
CIN: L23201DL1998PLC097614, Email: investors@igl.co.in, Tel No.: 011-46074607, Website:  
<http://www.iglonline.net>

### **POSTAL BALLOT NOTICE**

Notice is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force) (Rules), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), various circulars from Ministry of Corporate Affairs (MCA Circulars) and such other applicable laws and regulations, the Ordinary Resolutions as set out in this notice is proposed for approval of the members of the Company through Postal Ballot by electronic voting (e-voting). Detailed explanatory statement setting out the material facts concerning resolutions and instructions for e-voting is annexed to the postal ballot notice.

### **SPECIAL BUSINESS**

#### **1. Increase in the Authorised share capital and consequent amendment to the capital clause of the Memorandum of Association of the company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Article 4 of Articles of Association of the Company, the Authorized Share Capital of Indraprastha Gas Limited be and is hereby increased to Rs. 1,000,00,00,000 (Rupees One Thousand Crores) divided into 500,00,00,000 (Five Hundred Crores) equity shares of Rs. 2 (Rupees 2) each”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 61 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:

*“V. The Authorized Share Capital of the Company is Rs. 1,000,00,00,000 (Rupees One Thousand Crores) divided into 500,00,00,000 (Five Hundred Crores) equity shares of Rs. 2 (Rupees 2) each.”*

**“RESOLVED FURTHER THAT** the Bonus Issue Committee and/or Company Secretary be and are hereby authorized to deal with the Stock Exchanges, Depositories and/or any other statutory authorities for increase in the authorized share capital and take all such steps and to do all such acts, deeds, things as may be deemed necessary with regard to increase in the authorized share capital including signing / executing documents, applications, forms for taking approval from appropriate statutory authorities, affixing of common seal wherever deemed necessary, and for crediting the demat account of the eligible shareholders holding shares in electronic form.”

## **2. Issue of Bonus Share**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** Pursuant to Section 63 and other provisions of the Companies Act, 2013 and Rules made thereunder, Article 160 of the Articles of Association and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all other applicable provisions, circulars, regulations and guidelines issued from time to time by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other statutory authorities and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, approval of the members of the Company be and is hereby accorded to capitalize a sum of ₹ 140,00,01,600/- standing to the credit of the free reserve, and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 70,00,00,800 equity shares of ₹ 2/- each as bonus shares credited as fully paid up, to the eligible Members of the Company holding equity shares of ₹ 2/- each whose names appear in the Register of Members/Beneficial Owners’ position of the Company on such date (“Record Date”) as may be fixed by the Company, in the proportion of 1:1 i.e. new equity share(s) of ₹ 2/- each for 70,00,00800 (equity share(s) of ₹ 2/- each held as on the Record Date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company.”

**“RESOLVED FURTHER THAT** the new equity shares of ₹ 2/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company.”

**“RESOLVED FURTHER THAT** the allotment of the new bonus equity shares to the extent that they relate to Non-Resident members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/ guidelines issued/amended by RBI from time to time, in this regard.”

**“RESOLVED FURTHER THAT** pursuant to SEBI Issue of Capital and Disclosure Requirements Regulations, 2018 and Listing Regulations, 2015, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the “IGL Demat-Suspense Account” opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. No letter of allotment shall be issued to the allottees of newly issued Bonus shares.”

**“RESOLVED FURTHER THAT** the Board or such other authority as approved by the Board be and is hereby authorized to take necessary steps for Listing of such Bonus Shares on the Stock Exchanges where the equity shares of the Company are listed, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Guidelines, Rules and Regulations and amendments made thereto.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be approved by the Board) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolutions, including to settle any question or doubt or difficulty whatsoever that may arise with regard to issue, allotment and listing of the said bonus shares and its decision shall be final and binding.”

By Order of the Board

Place: New Delhi  
Date: December 10, 2024

Sd/-  
(Vivek Sahay)  
Company Secretary

## NOTES

### A. GENERAL INFORMATION

1. The MCA Circulars have prescribed the process for convening of extraordinary general meetings and passing of Resolutions through Postal Ballot. The MCA Circulars also provide that the communication of assent/dissent of the members in the Postal Ballot will take place only through e-voting. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable mutatis mutandis for passing of Resolutions through Postal Ballot by voting through electronic means ("remote evoting").
2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Businesses to be passed through Postal Ballot/E-voting is annexed hereto for your consideration.
3. 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, December 6, 2024 ("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>.
4. In accordance with MCA and SEBI Circulars, the company is sending the notice of Postal Ballot to Members in electronic form only. Physical copies of the Notice along with Postal Ballot form and pre-paid business reply envelop are not be being sent to members for this Postal Ballot. As per the MCA Circulars, Postal Ballot notice will be available on the website of the Company i.e. [www.iglonline.net](http://www.iglonline.net). This notice can also be accessed from the websites of the Stock exchanges i.e. BSE Limited and National Stock exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and will also be available on the website of Kfin Technologies Ltd. i.e. [www.evoting.kfintech.com](http://www.evoting.kfintech.com)
5. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date i.e. Friday, December 06, 2024 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.
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 scrutinizer.

7. The postal ballot voting period (remote e-voting) commences on Tuesday, December 17, 2024 (09:00 hours IST) and ends on, Wednesday, January 15, 2025 (17:30 hours IST) and the voting module shall be disabled thereafter.
8. The Board of Directors (Board) has appointed Mr. Sachin Agarwal, FCS no. 5774, of M/s Agarwal S. & Associates, New Delhi, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
9. 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 or before Friday, January 17, 2025 at the registered office of the Company on or before 5:30 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. KFin Technologies Limited i.e. <https://evoting.kfintech.com/>
10. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed on the last date of remote e-voting at a General Meeting of Members convened on that behalf.
11. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the Resolutions through the e-voting service facility arranged by M/s. KFin Technologies Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
12. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members seeking to inspect such documents can send an email to [investors@igl.co.in](mailto:investors@igl.co.in).
13. The Address for correspondence shall be as follows:
  - (a) Registered office of the Company: Company Secretary, 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.
  - (b) Registrar & Transfer Agents: Kfin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana,- 500032; Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); Tel No.: 1800-309-4001.

## B. PROCEDURE FOR REMOTE E-VOTING

1. 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.
2. 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.
3. 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](mailto: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.
4. 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 for Individual shareholders holding securities in demat mode.”
5. The details of the process and manner for remote e-voting and 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.

**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	1. <b>User already registered for IDeAS facility:</b>  (i) Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>

<p><b>demat mode with NSDL</b></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><b>2. User not registered for IDeAS e-Services</b></p> <p>(i) To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>(ii) Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>(iii) Proceed with completing the required fields.</p> <p>(iv) Follow steps given in points 1.</p> <p><b>3. Alternatively by directly accessing the e-voting website of NSDL</b></p> <p>(i) Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <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 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>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>(i) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></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><b>2. User not registered for Easi/Easiest</b></p> <p>(i) Option to register is available at</p> <p>(ii) <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>(iii) Proceed with completing the required fields.</p> <p>(iv) Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <p>(i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>(ii) Provide your demat Account number and PAN Number.</p>



	<p>(iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat account.</p> <p>(iv) After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</p>
<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<p>(i) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility.</p> <p>(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.</p> <p>(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.</p>

**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.

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

**Details on Step 2 are mentioned below:**

**I) 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 – Postal Ballot’ 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 authorised representative(s),

to the Scrutinizer at email id [sachincs2022@gmail.com](mailto:sachincs2022@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:

I. Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:

<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

II. Alternatively, member may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate in case of physical folio for sending the Notice of Postal ballot and the e-voting instructions.

In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Notice of Postal Ballot and the e-voting instructions.

III. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## **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 Sankara Gokavarapu, at [evoting@kfintech.com](mailto: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 Friday, December 06, 2024 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) 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).
- d) 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 Friday, December 06, 2024.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD (SS-2) ON GENERAL MEETINGS**

**ITEM NO.1**

The present Authorized Share Capital of the Company is ₹ 220,00,00,000/- (Rupees Two Hundred Twenty Crore only), divided into 110,00,00,000 (One Hundred Ten Crore) Equity Shares of ₹ 2/- (Rupees Two only) each and paid up share capital of the Company is ₹ 140,00,01,600/- (Rupees One Hundred Forty Crore and Six Hundred only) divided into 70,00,00,800/- (Seventy Crore Eight Hundred) Equity Shares of ₹ 2/- (Rupee Two only) each.

The Board of Directors in their meeting held on Tuesday, December 10, 2024, has considered and accorded their approval for issue of Bonus Shares and for that purpose the Authorised Share Capital of the Company is proposed to be increased from ₹ 220,00,00,000 (Rupees Two Hundred Twenty Crore Only) to ₹ 1,000,00,00,000/- (Rupees One Thousand Crore Only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of ₹ 2/- (Rupee Two only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company subject to the alteration of capital clause of Memorandum of Association of the Company to that effect.

Further, as on March 31, 2024, total reserves & surplus of the Company is ₹ 8,411.74 Crores. The Board of Directors in its meeting held on Tuesday, December 10, 2024 have proposed to issue bonus shares at the ratio of 1:1 i.e. one fully paid up equity shares of ₹ 2 each for every one existing fully paid up equity shares of ₹ 2 each, to the shareholders appearing in the Register of Members as on the Record Date, as may be fixed by the Company. The new equity bonus shares to be allotted and issued shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

Pursuant to the provisions of Section 13, 61 and 63 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company, consequential alteration in the Memorandum of Association of the Company by way of passing Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution.

Accordingly, the Board of Directors of the Company recommends Resolution No. 1 of this notice for your approval as an Ordinary Resolution.

## **ITEM NO. 2**

With a view to to make IGL shares more attractive for retail investors, to reward existing shareholders and to reflect a position of financial health, the Board of Directors at their meeting held on December 10, 2024 have recommended the issue of bonus shares in the proportion of 1:1 i.e. one fully paid up equity shares of ₹ 2 each for every one existing fully paid up equity shares of ₹ 2 each of the Company held by the Shareholders on Record Date, as may be fixed by the Company, by capitalization of a sum of Rs. 140,00,01,600/- standing to the credit of the free reserve, and/or any other permitted reserves/surplus of the Company, as per the audited financial statements of the Company for the financial year ended March 31, 2024. The same is proposed to be applied in full by issuing at par 70,00,00,800 new equity shares of ₹ 2/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase to ₹ 280,00,003,200 (Existing ₹ 140,00,01,600) consisting of 140,00,01,600 equity shares of ₹ 2/- each.

The Articles of Association of the Company authorize the Company to issue bonus shares by the capitalization of reserves & surplus. The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, SEBI Listing Regulations, SEBI ICDR Regulations or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Pursuant to SEBI (ICDR) Regulations, 2018 and Listing Regulations, 2015, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. No letter of allotment shall be issued to the allottees of newly issued Bonus shares.

The new equity shares of ₹ 2/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution except to the extent that they would be entitled for Bonus Shares in relation to their respective holding of equity shares in the Company. Accordingly, the Board of Directors of the Company recommends Resolution No. 2 of this notice for your approval as an Ordinary Resolution.

By Order of the Board

Place: New Delhi  
Date: December 10, 2024

Sd/-  
Vivek Sahay  
Company Secretary