INDRAPRASTHA GAS LIMITED

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

ND/IGL/CS/2017-2018

November 3, 2017

The Manager
Dept. of Corporate Services
Bombay Stock Exchange Ltd.
Rotunda Building, 1st Floor
Dalal Street
Mumbai – 400 001

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

Sub: Postal Ballot Notice - Reappointment of Independent Directors of the Company

Dear Sir / Madam,

This is further to our letter dated October 10, 2017 informing the stock exchange about the approval of the Board of Directors for for Re-appointment of Shri S. S. Rao, Prof V. Ranganathan & Shri Santosh Kumar Bajpai as an Independent Directors of the Company.

In this regard, please find enclosed a copy of Notice of Postal ballot/e-voting along with the Postal Ballot form sent to the members of the Company.

This is for your information and record.

Thanking you,

Yours sincerely,
for Indraprastha Gas Limited,

(S. K. Jain)
Company Secretary & Compliance Officer

INDRAPRASTHA GAS LIMITED

An ISO 9001, ISO14001 & OHSAS18001 certified company.

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

POSTAL BALLOT NOTICE

To

The Members,

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

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

Item no. 1:- Re-appointment of Shri S. S. Rao as an Independent Director of the Company

To consider and if thought fit, to pass the following Resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, Shri S. S. Rao (DIN:01245772), who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second term, commencing from October 16, 2017 upto October 15, 2018."

Item no. 2:- Re-appointment of Prof V. Ranganathan as an Independent Director of the Company

To consider and if thought fit, to pass the following Resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, Shri V. Ranganathan (DIN:02860551), who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second term, commencing from October 16, 2017 upto October 15, 2018."

Item no. 3:- Re-appointment of Shri Santosh Kumar Bajpai as an Independent Director of the Company

To consider and if thought fit, to pass the following Resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, Shri Santosh Kumar Bajpai (DIN: 00239324), who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second term, commencing from October 16, 2017 upto October 15, 2018."

By Order of the Board

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

Place : New Delhi
Date : October 10, 2017

NOTES

A. GENERAL INFORMATION

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Resolutions to be passed through Postal Ballot/E-voting is annexed hereto for your consideration.

2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on Friday, October 20, 2017 ("**Cut Off Date**"), as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**"). Postal Ballot Notice shall also be placed on the website of the Company http://www.iglonline.net.

3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.

4. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date i.e. Friday, October 20, 2017 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.

5. The postal ballot period commences on **Monday, November 06th, 2017 (09:00 hours IST) and ends on Tuesday, December 05th, 2017 (17:30 hours IST)**

6. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members are requested to provide a proof of authorisation (board resolution/authority letter/power of attorney etc.) in favour of their authorised representatives to the scrutiniser.

7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to investors@igl.co.in or contact the Company or Karvy Computershare Private Limited, the registrar and share transfer agent of the Company. The registrar and share transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.

8. The Address for correspondence shall be as follows:

   (a) Registered office of the Company: Indraprastha Gas Limited, IGL Bhawan, Plot No.4, Community Centre Sector-9, R. K. Puram, New Delhi, 110022, Email: investors@igl.co.in, Tel No.: 011-46074607, Fax No.: 011-26171863

   (b) Registrar & Transfer Agents: Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Andhra Pradesh – 500 032; Email: einward.ris@karvy.com; Tel No.: 040-67162222; Fax No.: 040-23001153.

9. The Board of Directors (Board) has appointed Mr. V. K. Sharma of M/s. V. K. Sharma & Co., Company Secretaries, Noida,(C.P. No.: 2019) as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

10. The Scrutinizer will submit his report to Chairman or in his absence to the Managing Director/Director (Commercial) of the Company, after completion of scrutiny of Postal Ballot (including e-voting). The results of the Postal Ballot will be announced on Thursday, December 07th, 2017 at the registered office of the Company on or before 5:00 PM, and will be displayed at the registered office of the Company and communicated to the Stock Exchanges i.e. BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website i.e. http://www.iglonline.net and on the website of the e-voting agency i.e. M/s. Karvy Computershare Private Limited i.e. https://evoting.karvy.com.

11. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.

12. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

13. Members may either vote through the physical Postal Ballot or through e-voting. However, it may be noted that Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case a Member cast its votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid. The process of postal ballot and e-voting is provided below in para B and C.

B. PROCESS OF VOTING THROUGH POSTAL BALLOT

Members wishing to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:30 hours IST) on Tuesday, December 05th, 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. **Postal Ballot Forms received after 17:30 hours IST on Tuesday, December 05th, 2017 shall be deemed invalid.**

C. PROCESS OF VOTING THROUGH ELECTRONIC MEANS

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

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

   i. Launch internet browser by typing the URL: https://evoting.karvy.com.

   ii. Enter the login credentials (i.e. User ID and password as mentioned in email). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

   iii. After entering these details appropriately, click on "LOGIN".

   iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password

shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, $, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the e-voting Event Number of Indraprastha Gas Limited.

vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to resolution and "AGAINST" implies dissent to resolution.

viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting any appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).

xii. Corporate / Institutional members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the board resolution / authority letter etc. together with attested specimen signature of the duly authorised representative(s), to the Scrutinizer at email vijay.sharma@vkscosecy.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT No."

xiii. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

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

i. User ID and Initial password is provided at the bottom of the Postal Ballot Form.

ii. Please follow the steps from C (a) (i) to (xiii), to cast your vote.

(c) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com (Karvy Website) or contact Mr. G. Ramesh Desai, (Unit: Indraprastha Gas Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Andhra Pradesh – 500 032; Email: einward.ris@karvy.com; Tel No.: 040-67162222; Fax No.: 040-23001153.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 to 3:

Shri S. S. Rao, Prof. V. Ranganathan and Shri Santosh Kumar Bajpai, were appointed as Non-Executive Independent Directors of the Company, pursuant to the provisions of Section 149 of the Companies Act, 2013 and clause 49 of the erstwhile Listing Agreements entered with the Stock Exchanges, for the period of three years from September 12, 2014 to September 11, 2017.

Shri S. S. Rao, Prof. V. Ranganathan and Shri Santosh Kumar Bajpai, Non-Executive Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, its rules framed thereunder and Listing Regulations for appointment as Independent Director and they are independent of the management.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee at its meeting held on Thursday, September 28, 2017, recommended the reappointment of the aforesaid Independent Directors and Board of Directors of the Company at its meeting held on Tuesday, October 10, 2017, have approved and recommended the reappointment of the aforesaid Independent Directors, for a second term for the period of one year, as provided in the resolutions.

Brief resume, the nature of their expertise in specific functional areas, names of companies in which they hold directorships, committee memberships/ chairmanships, their shareholding etc., are separately annexed hereto.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors recommends the special resolutions set out in item nos. 1 to 3 for your approval.

Other than Shri S. S. Rao, Prof. V. Ranganathan and Shri Santosh Kumar Bajpai, and their relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolutions.

By Order of the Board

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

Place : New Delhi
Date : October 10, 2017

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

Name of the Director	Shri S. S. Rao	Prof. V. Ranganathan	Shri Santosh Kumar Bajpai
Date of Birth	June 17, 1960	January 24, 1947	July 01, 1949
Date of Appointment/ Re-appointment	October 16, 2017	October 16, 2017	October 16, 2017
Qualification	Post Graduate Diploma in Management from IIM, Bangalore and B.Tech from IIT, Kanpur.	B. Tech (Electronics & Telecom) from IIT, Madras, fellow of Economics from IIM, Ahmedabad and Ph.D.	Electrical Engineer
Expertise in specific functional area	His area of expertise is in lending and finance. He has also acted in advisory capacities in Infrastructure & Energy sectors and finance. Presently, he is CEO of IDFC Infrastructure Finance Limited.	He is a retired Professor of Economics & Energy from Indian Institute of Management, Bangalore.	He has a vast experience in project activities in Fertilizers, Telecom and Oil & Gas Industries in India.
List of other Companies in which Directorship held	Nil	Nil	Mahanagar Gas Limited
Chairman/ Member of the Committee of Board of Directors of other Companies	Nil	Nil	Mahanagar Gas Limited -Audit Committee- Member
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors	No	No	No

INDRAPRASTHA GAS LIMITED

An ISO 9001, ISO14001 & OHSAS18001 certified company.

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

POSTAL BALLOT FORM

Serial No.....

1 Name(s) of the member(s) including joint-holders, if any :

2 Registered address of the sole/ first named member :

3 Registered Folio No. /DP ID* & Client ID No.* (*Applicable to member(s) holding shares in electronic form) :

4 No. of Shares held :

5 I/We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot/ e-voting for the business enumerated below by recording my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description of Resolutions	No. of shares for which votes cast	I / we assent to the resolution (FOR)	I / we dissent to the resolution (AGAINST)
1.	Special Resolution for Re-appointment of Shri S. S. Rao as an Independent Director of the Company.			
2.	Special Resolution for Re-appointment of Shri V. Ranganathan as an Independent Director of the Company.			
3.	Special Resolution for Re-appointment of Shri Santosh Kumar Bajpai as an Independent Director of the Company.			

Place: .....

Date: .....

.....
(Signature of the shareholder)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

E-VOTING PARTICULARS

The E- Voting facility is available at the link https://evoting.karvy.com. The e-voting particulars are set out as follows:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Commencement of e-voting	End of e-voting
06.11.2017	05.12.2017

Last Date of Receipt of Postal Ballot Forms by Scrutinizer is Tuesday, December 05th, 2017 (17:30 hours IST)

INSTRUCTIONS

(i) Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and return the Form, duly completed(i)Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and return the Form, duly completed in all respect and signed, in the enclosed postage pre-paid self-addressed Business Reply envelope, so as to reach the Scrutinizer at Indraprastha Gas Limited, IGL Bhawan, Plot No.4, Community Centre Sector-9, R. K. Puram, New Delhi 110022, India not later than close of working hours on Tuesday, December 05th, 2017. Envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally. The Postal Ballot Forms received after this date will be treated as if reply from the member has not been received. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form.

(ii) There will be one Postal Ballot Form/e-voting for every folio no./Client id no. irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the sole/first named member or his duly authorised attorney registered with the Company. In the absence of the first named member in a joint holding, the Form may be completed and signed by the next named member. (However, where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member would be treated as valid).

(iii) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter/power of attorney, with specimen signatures of authorised signatory(ies), duly attested.

(iv) The votes should be casted either 'FOR' or 'AGAINST' the resolution by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [✓] mark in both the columns will render the Form invalid.

(v) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.

(vi) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

(vii) Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

(viii) A member may request for a duplicate Postal Ballot Form from the Company or the Registrar and Share Transfer Agent, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. (i) above.

(ix) The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

(x) A Member need not use all his/her votes nor does he/she need to cast all his/her votes in the same way.