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 16th Annual General Meeting of the Members of INDRAPRASTHA GAS LIMITED will be held at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010, on Tuesday, the 22nd September, 2015, at 11.30 A.M. to transact the following business: -

ORDINARY BUSINESS

1. To consider and adopt the audited financial Statements for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s Deloitte Haskins & Sells, Chartered Accountants (ICAI Firm Registration No. 015125N), be and are hereby appointed as Statutory Auditors of Company, to hold office from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company."

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 Shri M. Ravindran (DIN: 02309551), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby, appointed as a Director of the Company, liable to retire by rotation."
5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT Shri I.S. Rao (DIN: 02350683), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby, appointed as a Director of the Company, liable to retire by rotation."
6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT Smt. Gitanjali Gupta Kundra (DIN: 07064216), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in

respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby, appointed as a Director of the Company, liable to retire by rotation."

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Shri Raghu Nayyar (DIN: 07115862), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company with effect from March 20, 2015 up to March 19, 2018."

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Dr. Sudha Sharma (DIN: 07117535), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company with effect from March 20, 2015 up to March 19, 2018."

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

   "RESOLVED THAT Shri V. Nagarajan (DIN: 06971361), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, be and is hereby, appointed as a Director of the Company, not liable to retire by rotation."

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

    "RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Article 121 (A) (iii) of the Articles of Association of the Company, approval be and is hereby accorded, to the appointment of Shri V. Nagarajan (DIN : 06971361) as Director (Commercial) of the Company on whole-time basis with effect from September 4, 2014 to September 3, 2019 on the terms and conditions of appointment including remuneration forwarded by Bharat Petroleum Corporation Limited vide its letter no. PS.DEPUTATION.CON dated September 11, 2014, 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 V. Nagarajan / BPCL.

    RESOLVED FURTHER THAT the Company shall provide all such facilities to Shri V. Nagarajan as may be necessary for his smooth functioning as Director (Commercial), and reimburse such expenses as are incurred by Shri V. Nagarajan in carrying out the responsibilities of Director (Commercial).

    RESOLVED FURTHER THAT Shri V. Nagarajan shall not be liable to retire by rotation nor shall be reckoned for determining the number of Directors liable to retire by rotation, till the time he holds the office as Director (Commercial) of the Company."

11. 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, 2016, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

    "RESOLVED THAT pursuant to clause 49 of the Listing Agreement entered with the Stock Exchanges and other applicable provisions, if any, and subject to any modification(s) and re-enactment thereof, consent of the Members be and is hereby accorded to ratify the contract for purchase of gas for NCT of Delhi, at a price determined by Government of India from time to time, amounting to Rs 981.30 crores, with its related party i.e. GAIL (India) Limited, during the period April 1, 2014 to March 31, 2015.

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

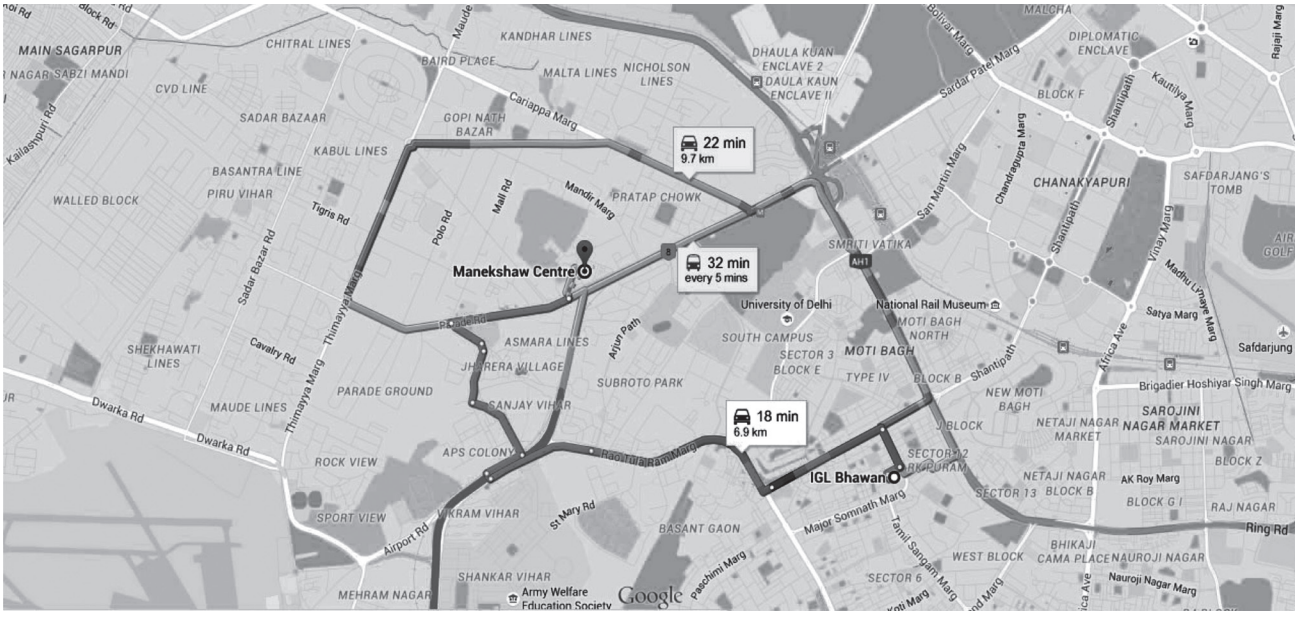
By Order of the Board

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

Place: New Delhi
Date: August 5, 2015

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREIN AFTER REFERRED AS 'THE MEETING' OR 'AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing a proxy, to be effective, must be duly filled, stamped and must reach the Company's registered office not later than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. None of the directors are liable to retire by rotation at this AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 11, 2015 to September 22, 2015 (both days inclusive) for the purpose of ascertaining the eligibility for payment of dividend.
7. The dividend payable on equity shares, if approved by the members, will be paid to those members whose names appear on the Company's Register of Members and as per beneficial owners position received from NSDL & CDSL as at the close of September 10, 2015.
8. Route map of the Venue of AGM



9. Members holding shares in physical form are requested to notify change in their address, if any, quoting folio number to Registrar and Transfer Agents (RTA) M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Andhra Pradesh – 500 032.

10. 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.

11. 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, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.

12. Members are requested to send their queries, if any, atleast 10 days in advance of meeting so that the information can be made available at the meeting.

13. Members are requested to bring their copy of the Annual Report to the Meeting and no copy would be provided at AGM venue.

14. Documents referred in the accompanying Notice shall be open for inspection at the registered office of the Company on all working days except Saturdays and holidays between 1030 hours to 1230 hours upto the date of conclusion of AGM.

15. 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.

16. Voting through electronic means:

    (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, (hereinafter referred as "the Rules"), as amended and Clause 35B of the Listing Agreement, the Company has made necessary arrangements for remote e-voting facility to its members to enable them to cast their votes electronically.

    (b) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide remote e-voting facilities.

    (c) The Board of Directors has appointed Shri V.K. Sharma, Company Secretary in practice as the Scrutinizer, for conducting the remote e-voting process and poll in a fair and transparent manner.

    (d) Members are requested to carefully read the instructions for remote e-voting before casting their vote.

    (e) The remote e-voting period will commence at 9.00 a.m. on September 17, 2015 and will end at 5.00 p.m. on September 21, 2015.

    (f) The cut-off date (i.e. the record date) for the purpose of remote e-voting or poll is September 15, 2015. 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 15, 2015 shall be entitled to avail the facility of remote e-voting/Ballot Paper.

    (g) The procedure and instructions for remote e-voting are as under:

        (i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'

        (ii) Enter the login credentials (i.e., user-id & password) mentioned on the cover page of notice/ via email forwarded through the electronic notice. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- (a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID (b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- ● Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the cover page of notice / via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

(iii) Please contact toll free No. **1800-3454-001** for any further clarifications.

(iv) After entering these details appropriately, click on "LOGIN".

(v) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) You need to login again with the new credentials.

(vii) On successful login, system will prompt to select the 'Event' i.e., **'Indraprastha Gas Limited'**.

(viii) If you are holding shares in Demat form and had logged on to https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.

(ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the shareholder does not want to cast, select 'ABSTAIN'.

(x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

(xii) Corporate/Institutional Members (Corporate/Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scanned certified true copy (PDF format) of the relevant Board resolution/Power of attorney/ Authority letter, etc to the Scrutinizer through e-mail to vijay.sharma@vkscosecy.com with copy to evoting@karvy.com. The file scanned image of the above mentioned documents should be in the naming format "Corporate Name_ Event no."

(h) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to modify it subsequently. The Company shall also provide facility for voting through polling at the Meeting and Members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

(i) The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

(j) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being September 15, 2015. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

(k) The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company (www.iglonline.net) and on Karvy's website (https://evoting.karvy.com).

(l) In case of grievances connected to the remote e-voting, please contact Sh. Srikrishna P, Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad– 500032 at email id evoting@karvy.com., contact no. 040-67162222.

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

Item No.4

Shri M. Ravindran was nominated by GAIL (India) Limited as a Director of the Company. The Board of Directors appointed Shri M. Ravindran, as an Additional Director w.e.f. January 14, 2015.

As per the provisions of Section 161 of the Companies Act, 2013, he shall hold office upto the date of Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the Directorship of the Company.

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. 4 for your approval.

Other than Shri M. Ravindran and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolution.

Item No.5

Shri I.S. Rao was nominated by Bharat Petroleum and Corporation Limited as a Director of the Company. The Board of Directors appointed Shri I.S. Rao, as an Additional Director w.e.f. January 14, 2015.

As per the provisions of Section 161 of the Companies Act, 2013, he shall hold office upto the date of Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the Directorship of the Company.

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

The Board of Directors recommends the resolution set out in item no. 5 for your approval.

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

Item No.6

Smt. Gitanjali Gupta Kundra, was nominated by Government of NCT of Delhi as a Director on the Board in place of Shri Gyanesh Bharti. The Board of Directors appointed Smt. Gitanjali Gupta Kundra as an Additional Director w.e.f. April 20, 2015.

As per the provisions of Section 161 of the Companies Act, 2013, she shall hold office upto the date of Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the Directorship of the Company.

Her brief resume, the nature of her expertise in specific functional areas, names of companies in which she hold

directorship, committee memberships/ chairmanships, her shareholding etc., are separately annexed hereto.

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

Other than Smt. Gitanjali Gupta Kundra and her relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolution.

Item Nos. 7 & 8

Shri Raghu Nayyar and Dr. Sudha Sharma, 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. Pursuant to the Nomination and Remuneration Committee recommendation and in the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

The Board of Directors are of the opinion that Shri Raghu Nayyar and Dr. Sudha Sharma possesses relevant expertise and experience and are eligible for the position of Independent Directors of the Company and fulfills the conditions specified by the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges. The Board considers that their association as Independent Directors will be beneficial and in the best interest of the Company.

Their brief resume, the nature of their expertise in specific functional areas, shareholding etc., are separately annexed hereto.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The Board of Directors recommends the resolutions set out in item no. 7 & 8 for your approval.

Other than Shri Raghu Nayyar and Dr. Sudha Sharma and their relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolutions.

Item Nos. 9 &10

The Board of Directors appointed Shri V. Nagarajan, as an additional Director w.e.f. September 4, 2014 and he ceased to be a Director on the date of 15th AGM of the Company i.e. September 12, 2014. Shri V. Nagarajan was again appointed as an additional Director w.e.f. September 13, 2014. As per the provisions of Section 161 of the Companies Act, 2013, he shall hold office upto the date of Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the Directorship of the Company.

In terms of Article 121 (A) (iii) of the Articles of Association of the Company, Shri V. Nagarajan was nominated by Bharat Petroleum Corporation Limited (BPCL) as Director (Commercial) w.ef. September 4, 2014 to September 3, 2019 on the terms and conditions of appointment including remuneration forwarded by BPCL vide its letter no. PS.DEPUTATION.CON dated September 11, 2014. Accordingly, Board of Directors also appointed Shri V. Nagarajan as Director (Commercial).

Major terms & conditions of his appointment as Director (Commercial) are as under:

I. Shri V. Nagarajan shall have the power of general conduct and management of the business and affairs of the Company.

II. Salary :

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

PARTICULARS	Rs./ MONTH
Basic Pay	73,000
DA @ 91.3% of Basis Pay + SI	70,648

Stagnation Increment	4,380
Remote Access Facility	1,800
Deputation Allowance	11,607
Perks & allowances (50% of Basic Pay + SI)	38,690
Retirement Benefits (30% of Basic Pay + SI+DA)	44,408

Accommodation : Entitled to Company maintained accommodation or HRA applicable to the Location.

Company Car : Car facility by the Company or payment under "Own your car scheme" as per his entitlement.

Other perquisites and benefits : Shri V. Nagarajan is entitled for Performance Related pay (PRP) and other perquisites / entitlements / benefits as applicable to him in BPCL.

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

The Board of Directors recommends the resolutions set out in item no. 9 & 10 for your approval.

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

Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment M/s. Chandra Wadhwa & Co., New Delhi, Cost Accountants as the Cost Auditor of the Company for the financial year 2015-16. The remuneration proposed to be paid to the Cost Auditors, would be Rs. 1,80,000 (Rupees one lakh eighty thousand only) plus out of pocket expenses with a cap of 10% of the fees, cost of travel (in case meeting to be attended by them takes place outside NCT of Delhi) 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. 11 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, 2016.

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

Item No. 12

In terms of the clause 49 of the Listing Agreement, entered with Stock Exchanges, GAIL (India) Limited ('GAIL') is a related party of the Company. During the financial year 2014-15, the Company under a contract with GAIL for NCT of Delhi, purchased gas amounting to Rs 981.30 crores, at a price determined by Government of India, from time to time. The purchases under this contract exceed 10% of the annual turnover of the Company as per the last audited financial statement i.e. of financial year 2014-15. Pursuant to the Listing Agreement, the said transaction is a material related party transaction and thus, requires Shareholders' approval by way of Special Resolution.

Except Shri M. Ravindran none of the Directors, Key Managerial Personnel (KMP) and their relatives is in any way, concerned or interested in passing of the said resolution as set out in resolution at item no. 12 except to the extent of their shareholding in both the companies, if any.

By Order of the Board

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

Place : New Delhi
Date : August 5, 2015

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR SEPTEMBER 22, 2015

Name of the Director	Shri M. Ravindran	Shri I.S. Rao	Smt. Gitanjali Gupta Kundra	Shri Raghu Nayyar	Dr. Sudha Sharma	Shri V. Nagarajan
Date of Birth	28.01.1957	10.10.1959	28.11.1970	05.06.1958	04.02.1954	30.03.1960
Date of Appointment	14.01.2015	14.01.2015	20.04.2015	20.03.2015	20.03.2015	04.09.2014
Qualification	Mechanical Engineer and Post Graduate in Management	Masters Degree from Osmania University and Management Studies from Jamnalal Bajaj Institute of Management Studies, Mumbai	IAS	Electrical Engineer (IIT, Kanpur), MBA (IIM, Ahmedabad), L.L.B and certificate in IPR from Indian Law Institute	Retired IRS Officer	Post Graduate in Chemistry
Expertise in specific functional area	He has rich and diverse experience in the Fertilizer and Oil & Gas industries, particularly in gas transmission, petrochemicals and City Gas Distribution sectors.	He has enormous experience in Oil Industry and has held responsible positions in Marketing of Petroleum Products, both in Retail and Direct business.	Presently she is holding position of Secretary and Commissioner (Transport), Government of NCT of Delhi.	He is an Advocate and Legal Consultant with Techno-Commercial-Management-Legal expertise. He has very rich and varied experience in marketing, technical, commercial, financial, project and legal field.	She retired as Chairperson of Central Board of Direct Taxes.	He has vast and diverse experience in Retail, Operations, Industrial & Commercial Sales and refinery businesses.
List of other Companies in which Directorship held	1. GAIL (India) Limited 2. ONGC Petro Additions Limited 3. Bhagyanagar Gas Limited 4. Green Gas Limited 5. GAIL Global (USA) Inc. 6. GAIL Global (USA) LNG LLC	1. Sabarmati Gas Limited 2. GSPL India Transco Ltd. 3. GSPL India Gasnet Ltd. 4. Maharashtra Natural Gas Ltd. 5. Central UP Gas Ltd.	1. Delhi Tourism and Transportation Development Corporation Ltd. 2. Delhi Transport Infrastructure Development Corporation Ltd. 3. Delhi Integrated Multi-Modal Transit System Ltd. 4. Delhi Metro Rail Corporation Ltd. 5. Delhi Financial Corporation.	NIL	NIL	Central U.P. Gas Limited
Chairman/ Member of the Committee of Board of Directors of other Companies	Audit Committee GAIL (India) Limited – Chairman Stakeholders Relationship Committee GAIL (India) Limited – Member	Audit Committee – Member 1. Sabarmati Gas Limited 2. GSPL India Transco Ltd. 3. GSPL India Gasnet Ltd. 4. Maharashtra Natural Gas Ltd. 5. Central UP Gas Ltd. Nomination & Remuneration Committee - Chairman Central UP Gas Ltd.	NIL	NIL	NIL	CSR Committee - Chairman Central U.P. Gas Limited
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL	NIL
Relationship with other Directors	No	No	No	No	No	No

INDRAPRASTHA GAS LIMITED

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

CIN: L23201DL1998PLC097614, Website: www.iglonline.net

Email: investors@igl.co.in, Tel No.: 011-46074607, Fax No.: 011-26171863

ATTENDANCE FORM

Member(s) or his/her/their proxy(ies) are requested to present this form for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

Name:_____ Client ID _____ No. of Shares _____

Folio No._____ DPID.No. _____

I hereby record my presence at the 16th ANNUAL GENERAL MEETING of Indraprastha Gas Limited to be held on Tuesday, the September 22, 2015, at 11.30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010, or any adjournment thereof.

Please ✓ in the box.

☐ Member ☐ Proxy

_____	_____	_____
Name of the Proxy in Block Letters	Member's Signature	Proxy's Signature

INDRAPRASTHA GAS LIMITED

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PROXY FORM - MGT - 11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):.....

Registered Address:.....

E-mail Id: .....

Folio No / Client Id: ……..... DP ID: .....

I / We, being the member(s) of ..... shares of the above mentioned company, hereby appoint

1. Name:.....
   Address:.....
   .....Signature: .....
   or failing him/her
2. Name: .....E-mail Id: .....
   Address:.....
   .....Signature: .....
   or failing him/her
3. Name: .....E-mail Id: .....
   Address:.....
   .....Signature: .....
   or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Sixteenth Annual General Meeting of the Company to be held on the 22nd day of September 2015 at 11.30 a.m.** at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	To consider and adopt the audited financial statements as at March 31, 2015, the Reports of the Board of Directors and Auditors thereon.
2.	To declare a dividend on equity shares.
3.	Appointment of Statutory Auditors of the Company and fixing their remuneration.
4.	Appointment of Shri M. Ravindran as a Director of the Company, liable to retire by rotation.
5.	Appointment of Shri I.S. Rao as a Director of the Company, liable to retire by rotation.
6.	Appointment of Smt. Gitanjali Gupta Kundra as a Director of the Company, liable to retire by rotation.
7.	Appointment of Shri Raghu Nayyar as an Independent Director.
8.	Appointment of Dr. Sudha Sharma as an Independent Director.
9.	Appointment of Shri V. Nagarajan as a Director of the Company, not liable to retire by rotation.
10.	Appointment of Shri V. Nagarajan as Director (Commercial) and approval of his remuneration.
11.	Ratification of the remuneration payable to Cost Auditors of the Company for the financial year ending 31st March, 2016.
12.	Approval of material Related Party Transactions under a contract entered with GAIL (India) Limited

Signed this ..... day of ....., 2015

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Revenue Stamp of Re 1

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
2. **A Proxy need not be a member of the Company.**