



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 20th Annual General Meeting of the members of INDRAPRASTHA GAS LIMITED will be held at Airforce Auditorium, Subroto Park, New Delhi - 110010, on Tuesday, the 24th September, 2019, at 11:30 AM to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019 (b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2019; and the reports of the Board of Directors and the Statutory Auditor and the comments of Comptroller & Auditor General of India thereon.
2. To declare a Dividend on equity shares for the financial year ended March 31, 2019.
3. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor of the Company (M/s Walker Chandiook & Co. LLP) in terms of the provisions of Section 142 of the Companies Act, 2013 and to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of M/s Walker Chandiook & Co. LLP (Registration No. 001076N/N500013), Chartered Accountants, the Statutory Auditor of the Company, appointed by Comptroller and Auditor General of India for the Financial Year 2019-20."

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 Gajendra Singh (DIN: 03290248), 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 pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Article 121 (A) (iii) of the Articles of Association of the Company, approval be and is hereby accorded, to the re-appointment of Shri E. S. Ranganathan (DIN: 07417640) as Managing Director of the Company on whole-time basis with effect from June 01, 2019 to April 30, 2020 on the terms and conditions including remuneration forwarded by GAIL (India) Limited vide its office order no. GAIL/CO/TRF/05/2019 dated May 10, 2019 and letter no. 22/02/53/2054/2019 dated May 15, 2019, with the liberty to the Board of Directors to alter and vary the terms and conditions, as the Board of Directors may consider necessary and as may be agreed to by Shri E. S. Ranganathan / GAIL.

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

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

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

"RESOLVED THAT Shri Amit Garg (DIN: 08515246), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the



Companies Act, 2013, be and is hereby, appointed as a Director of the Company, not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196 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 Amit Garg (DIN: 08515246) as Director (Commercial) of the Company on whole-time basis with effect from July 25, 2019 to July 24, 2022 on the terms and conditions of appointment including remuneration forwarded by Bharat Petroleum Corporation Limited vide its letter no. HRD.C&B.1.CON.DEP.IGL dated July 23, 2019 and email dated July 23, 2019, 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 Amit Garg/ BPCL.

RESOLVED FURTHER THAT the Company shall provide facilities to Shri Amit Garg, approved by Board for his smooth functioning as Director (Commercial) and reimburse such expenses as are incurred by Shri Amit Garg in carrying out the responsibilities of Director (Commercial).

RESOLVED FURTHER THAT Shri Amit Garg 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.”

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

“RESOLVED THAT Shri Rajendra Natekar Pushparaj (DIN: 07858989), 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.”

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

“RESOLVED THAT Shri Rajeev Verma (DIN: 01089660), 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.”

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 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, Smt. Saroj Bala (DIN: 07854580), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company with effect from February 11, 2019 up to February 10, 2024.”

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 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, Dr. Akhilesh Kumar Ambasht (DIN: 08339038), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company with effect from February 11, 2019 up to February 10, 2024.”

12. 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 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 Rajib Sekhar Sahoo (DIN: 02708503), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company with effect from February 11, 2019 up to February 10, 2024.”

13. 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 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 Ramesh Narain Misra (DIN: 03109225), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company with effect from June 11, 2019 upto June 10, 2024."

14. 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 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 Deepak Mishra (DIN: 02357888), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company with effect from June 13, 2019 upto June 12, 2024."

15. 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, 2020, 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."

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

"RESOLVED THAT pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and subject to any modification(s) and re-enactment thereof, consent of the members be and is hereby accorded to ratify the contract for purchase of APM gas for NCT of Delhi, at a price determined by Government of India from time to time, amounting to Rs. 1113.02 Crores, with its related party i.e. GAIL (India) Limited (Nominee of Government of India), during the period April 1, 2018 to March 31, 2019.

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

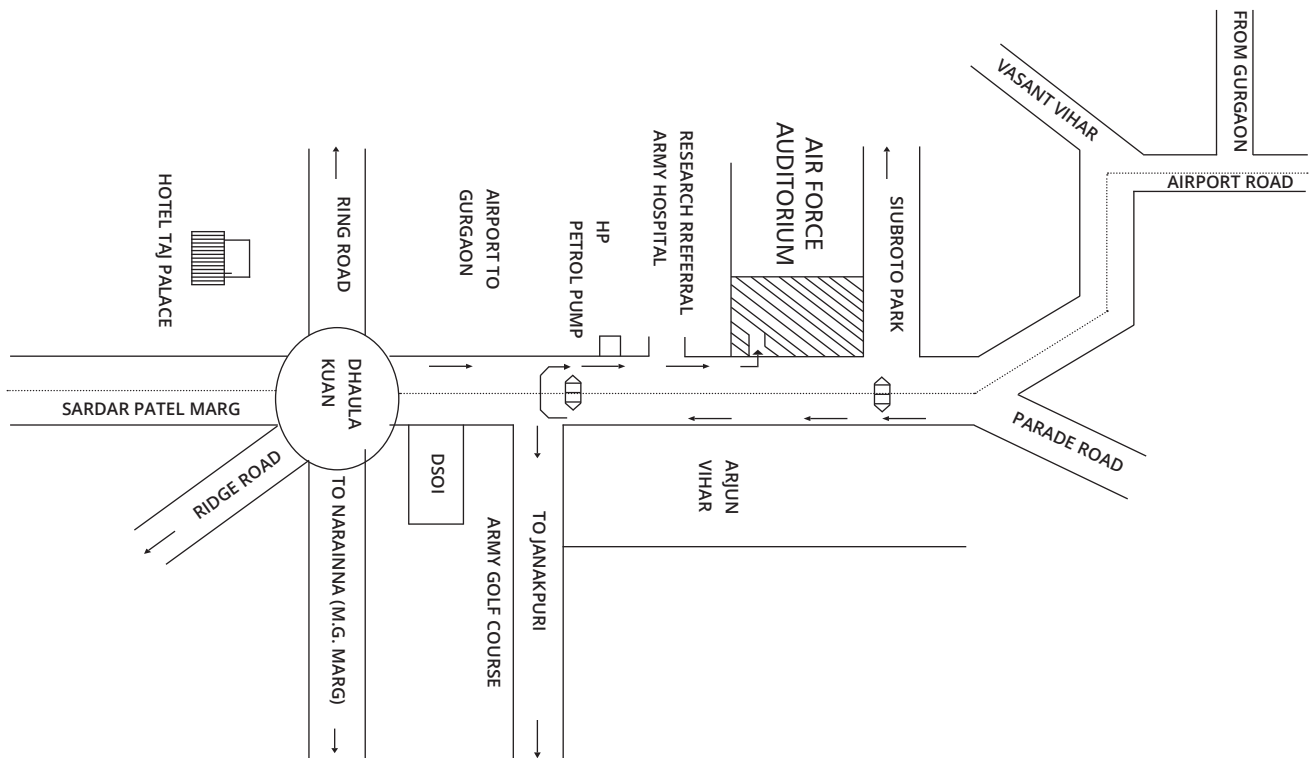
Place : New Delhi
Date : August 14, 2019

Notes:

- The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- 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.**
- 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.
- 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.
- The Register of members and Share Transfer Books of the Company will remain closed from September 14, 2019 to September 24, 2019 (both days inclusive) for the purpose of ascertaining the eligibility for payment of dividend.
- 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 13, 2019.



7. Route map of the Venue of AGM:



8. Members holding shares in physical form are requested to notify change in their address, if any, quoting folio number to Registrar and Transfer Agents (RTA) at M/s Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032.
9. Members are requested to notify any change of Address/ Bank Account Number:
 - a) To the Company's Registrar in respect of their physical share folios; and
 - b) To their Depository Participants (DPs) in respect of their Electronic Demat Accounts as the Company is obliged to print the Bank details on the dividend warrant as furnished by NSDL/ CDSL.
10. Members may correspond with the RTA /Company to claim dividends, which remain unclaimed. In this regard, members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
11. Members are requested to send their queries, if any, at least 10 days in advance of meeting so that the information can be made available at the meeting.
12. Members are requested to bring their copy of the Annual Report to the Meeting and no copy would be provided at AGM venue.
13. Documents referred in the accompanying Notice shall be open for inspection at the registered office of the Company on all working days except Saturdays and holidays between 1030 hours to 1230 hours up to the date of conclusion of AGM.
14. In exercise of powers conferred by Section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India vide its letter dated July 31, 2019, has appointed M/s Walker Chandio & Co LLP (Registration No. 001076N/N500013), Chartered Accountants as Statutory Auditors of the Company for the FY 2019-20.
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 the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has made necessary arrangements for remote e-voting facility to its members to enable them to cast their votes electronically.
- b) The Company has engaged the services of Karvy Fintech Private Limited (“Karvy”) as the authorized 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 AM on September 21, 2019 and will end at 5.00 PM on September 23, 2019.
 - f) The cut-off date (i.e. the record date) for the purpose of remote e-voting or poll is September 17, 2019. 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 17, 2019 shall be entitled to avail the facility of remote e-voting/Ballot Paper.
 - g) The procedure and instructions for remote e-voting are as under:
 - (A) In case a member receives an email from Karvy [for members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password as mentioned in email). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVENT” i.e., “Indraprastha Gas Limited”.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
 - xii. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email vijay.sharma@vkscosecy.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name Event No.”



(B) In case of members receiving physical copy of Notice [for members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password as provided on the cover page of notice.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

Other Instructions

I. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of <https://evoting.karvy.com> (Karvy Website) or contact Shri Ramesh Desai, (Unit: Indraprastha Gas Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot no. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at evoting@karvy.com or phone no. 040 – 67162222 or call Karvy's toll free No. 1800-3454-001 for any further clarifications.

II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

III. In case any person becomes member of the Company after dispatch of Notice of AGM and holds shares as on the cut-off date for e-voting i.e., September 17, 2019, he/she may obtain the User ID and Password in the manner as mentioned below :

- i. If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD<space> DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

- ii. If the mobile number of the member is registered against shares held in physical form the member may send SMS: MYEPWD<space> Event no. + Folio no. to 9212993399.

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- iii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- iv. Member may call Karvy's toll free number 1800-3454-001.

- v. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavor to send User ID and Password to those new members whose mail ids are available.

- h) Once the vote on a resolution is cast by a member, the member shall not be allowed to modify it subsequently. The Company shall also provide facility for voting through polling at the Meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the AGM. A member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

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

- j) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being September 17, 2019. 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 (<https://www.iglonline.net>) and on Karvy's website (<https://evoting.karvy.com>).

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

Item No. 3

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

will recommend the appointment and fixation of remuneration of Statutory Auditor to the Board.

In exercise of the powers conferred by Section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India (CAG) appoints Statutory Auditor of the Company. Accordingly, on receipt of communication from CAG regarding appointment of Statutory Auditor, Board of Directors decide and fix the remuneration of Statutory Auditor on the recommendation of the Audit Committee. The remuneration will commensurate with the quantum of

work required to be undertaken by the Statutory Auditor and amendments in prevailing Laws & Regulations.

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

Item No. 4

Shri Gajendra Singh was nominated by GAIL (India) Limited (GAIL) as a Director & Chairman of the Company. The Board of Directors appointed Shri Gajendra Singh, as an Additional Director and Chairman w.e.f. January 14, 2019.

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 holds directorships, 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 Gajendra Singh 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

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

At 17th AGM of the Company held in the year 2016, Shareholders approval was accorded for the appointment of Shri E. S. Ranganathan as Managing Director w.e.f. June 1, 2016 for a period of three years i.e. till May 30, 2019.

GAIL further extended the tenure of Shri E. S. Ranganathan as Managing Director w.e.f. June 1, 2019 to April 30, 2020. Accordingly, Board of Directors extended tenure of Shri E. S. Ranganathan as Managing Director on the terms & conditions of appointment including remuneration forwarded by GAIL vide its letter no. GAIL/CO/TRF/05/2019 dated May 10, 2019 and letter no. 22/02/53/2054/2019 dated May 15, 2019.

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

- I. Shri E. S. Ranganathan shall have the power of general conduct and management of the business and affairs of the Company.
- II. Salary:
Shri E. S. Ranganathan shall draw his salary and benefits as per his service conditions from GAIL and in respect of which all expenses including contributions

towards Provident Fund, Pension and Gratuity shall be reimbursed to GAIL by the Company as stated more particularly herein under:

Pay Scale: Rs. 1,50,000 - 3,00,000/-

Particulars	Rs./ Month
Basic Pay	2,32,170
Variable DA (10% w.e.f. 01.04.2019)	23,217
HRA @ 24% of Basic Pay per Month	55,721
Perquisites and allowance	81,260
Secondment Allowance	8,000

Variable DA: VDA is subject to change every quarter.

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

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

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

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

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

Item No. 6 & 7

The Board of Directors appointed Amit Garg (DIN: 08515246), as an Additional Director w.e.f. July 25, 2019. 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 Amit Garg was nominated by Bharat Petroleum Corporation Limited (BPCL) as Director (Commercial) w.e.f. July 25, 2019 to July 24, 2022 on the terms and conditions of appointment including remuneration forwarded by BPCL vide its letter dated July 23, 2019 and email dated July 23, 2019. Accordingly, Board of Directors also appointed Shri Amit Garg as Director (Commercial).



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

- I. Shri Amit Garg shall have the power of general conduct and management of the business and affairs of the Company.
- II. Salary:

Shri Amit Garg 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	2,07,430
DA @ 12.4% of Basic Pay and Stagnation Increment	25,721
HRA	49,783
Deputation Allowance (5% of Basic Pay subject to ceiling of Rs. 4,500 p.m.)	4,500
Perks & Allowances (35% of Basic Pay and Stagnation Increment)	72,601
Retirement Benefits (30% of Basic Pay, DA and Stagnation Increment)	69,945

Variable DA: VDA is subject to change every quarter.

Accommodation: He is entitled to Company maintained accommodation or HRA applicable to the location.

Other perquisites and benefits: Shri Amit Garg is entitled for Performance Related Pay and other perquisites / entitlements / benefits, as applicable to him from time to time in BPCL.

His brief resume, the nature of his expertise in specific functional areas, name of companies in which he holds Directorship, Committee memberships/ chairmanships, his shareholding etc., are separately annexed hereto.

The Board of Directors recommends the resolutions set out in item nos. 6 & 7 for your approval.

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

Item No. 8

Shri R. P. Natekar was nominated by GAIL (India) Limited as a Director of the Company. The Board of Directors appointed Shri R. P. Natekar, as an Additional Director w.e.f. January 14, 2019.

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 holds Directorships, Committee memberships/ chairmanships, his shareholding etc., are separately annexed hereto.

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

Other than Shri R. P. Natekar 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. 9

Shri Rajeev Verma was nominated by Government of NCT of Delhi as a Director of the Company. The Board of Directors appointed Shri Rajeev Verma, as an Additional Director w.e.f. June 21, 2019.

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 holds Directorships, Committee memberships/ chairmanships, his shareholding etc., are separately annexed hereto.

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

Other than Shri Rajeev Verma 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. 10 to 14

Smt. Saroj Bala, Dr. Akhilesh Kumar Ambasht, Shri Rajib Sekhar Sahoo, Shri Ramesh Narain Misra & Shri Deepak Mishra, 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 Listing Regulations. 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 Smt. Saroj Bala, Dr. Akhilesh Kumar Ambasht, Shri Rajib Sekhar Sahoo, Shri Ramesh Narain Misra & Shri Deepak Mishra possesses relevant expertise and experience and are eligible for the position of Independent Directors of the Company and fulfils the conditions specified by the Companies Act, 2013 and the Listing Regulations. 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 nos. 10 to 14 for your approval.

Other than Smt. Saroj Bala, Dr. Akhilesh Kumar Ambasht, Shri Rajib Sekhar Sahoo, Shri Ramesh Narain Misra & Shri Deepak Mishra 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 No. 15

The Board, on the recommendation of the Audit Committee, has approved the re-appointment M/s Ramanath Iyer & Co., New Delhi, Cost Accountants as the Cost Auditor of the Company for the FY 2019-20. The remuneration proposed to be paid to the Cost Auditors, would be Rs. 2.50 Lakhs (Rupees Two Lakhs Fifty Thousand only) plus out of pocket expenses with a cap of 10% of the fees, cost of travel (in case meeting to be attended by them takes place outside NCT of Delhi) on actuals and applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 15 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, 2020.

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

Item No. 16

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), GAIL (India) Limited ('GAIL') is a related party of the Company. During the financial year 2018-19, the Company under a contract with GAIL (Nominee of Government of India) for NCT of Delhi purchased APM gas amounting to Rs. 1113.02 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 2018-19. Pursuant to the Listing Regulations, the said transaction is a material related party transaction and thus, requires shareholders' approval by way of an Ordinary Resolution.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 16 for approval of the shareholders as an Ordinary Resolution.

Other than Shri Gajendra Singh, none of the Directors, Key Managerial Personnel of the Company / their relatives is, in the way, concerned or interested in the resolution.

By Order of the Board

Place : New Delhi
Date : August 14, 2019

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



DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN ANNUAL GENERAL MEETING FIXED FOR SEPTEMBER 24, 2019

Name of the Director	Shri Gajendra Singh	Shri E. S. Ranganathan	Shri Amit Garg	Shri R. P. Natekar	Shri Rajeev Verma	Smt. Saroj Bala	Dr. A. K. Ambasht	Shri R. S. Sahoo	Shri R. N. Misra	Shri Deepak Mishra
Date of Birth	June 15, 1960	May 30, 1963	March 02, 1967	August 11, 1962	December 12, 1966	April 04, 1949	August 02, 1958	July 1, 1962	November 20, 1957	November 09, 1958
Date of Appointment/ Re-appointment	January 14, 2019	June 01, 2019	July 25, 2019	January 14, 2019	June 21, 2019	February 11, 2019	February 11, 2019	February 11, 2019	June 11, 2019	June 13, 2019
Qualification	M.sc (Physics)	Instrumentation & control engineer and post graduate in management (specialization in marketing)	A post graduate in Electronics & Management	M.com, MBA, ICWA, Executive MBA from Indian School of Business	IAS	Retired Indian Revenue Service officer	Retired Indian Forest Service officer	CA	MBA, M.Tech, B.E., B.sc	Retired Indian Police Service officer
Expertise in specific functional area	He has over 32 years of experience in hydrocarbon sector. He has been involved in the execution of several prestigious projects of GAIL starting from the HVJ and has held various leadership and strategic positions. Currently, he is a Director (Marketing) of GAIL	He has rich and vast experience of pipeline project execution, operation & maintenance of natural gas pipelines and compressor stations.	He is a senior leader in Oil & Gas space having a rich and varied experience of over 32 years across the entire value chain in the industry including sourcing, storage, logistics and sales in BPCL.	He has spectrum of experience including inter-alia Head of LPG business, Head of Industrial and Commercial business, Head of treasury, Heading various functions in finance. Currently, he is an Executive Director-Gas at BPCL.	He is an IAS officer and presently holding position of Principal Secretary cum Commissioner (Transport) in Govt. of NCT of Delhi.	She is a retired Indian Revenue Service (IRS) officer. She has been a former member of CDBT and BIFR	He is a retired Indian Forest Service (IFS) officer. He has held senior positions in various government departments and retired as Principal Chief Conservator of forest	He is a Practicing Chartered Accountant. He has extensive experience in Oil, Power, Infrastructure, Urban development and Banking etc.	He was Chairman & Managing Director of SJVN Limited, a Central Government Mini Ratna Schedule "A" Public Sector Enterprise. He has around four decades of experience in water resources and power sector	He is a retired Indian Police Service (IPS) Officer. He held senior positions in various police departments and Central Police Reserve Force (CRPF)
List of other Companies in which Directorship held	GAIL (India) Limited, Gail Gas Limited, Bengal Gas Company Limited and Gail (Global) Singapore Pte. Limited	Central U. P. Gas Limited	Nil	Maharashtra Natural Gas Limited, Bharat Gas Resources Limited, Sabarmati Gas Limited & Haridwar Natural Gas Private Limited	Delhi Integrated Multi Modal Transit System Limited, Delhi Transport Infrastructure & Haridwar Development Corporation Limited, Delhi Transport Corporation & Delhi Finance Corporation	CSC E-Governance Services India Limited	Nil	Odisha State Civil Supplies Corporation Limited & Kalinga Hospital Limited	PTC India Ltd.	Nil
Chairman/member of the Committee of Board of Directors of other Companies	Audit Committee - Gail Gas Limited- Member, Audit Committee- Bengal Gas Company Limited - Chairman	Nil	Nil	CSR- Sabarmati Gas Limited - Member, Nomination Remuneration Committee - Maharashtra Natural Gas Limited- Member	Nil	Nil	Nil	Audit Committee - Odisha State Civil Supplies Corporation Limited - Chairman Audit Committee - Kalinga Hospital Limited - Chairman	Nil	Nil
Shareholding in the Company	Nil	500	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors	No	No	No	No	No	No	No	No	No	No

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the twentieth Annual General Meeting of the Company to be held on the 24th day of September, 2019 at 11:30 AM at Airforce Auditorium, Subroto Park, New Delhi - 110010 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	To receive, consider and adopt the (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019 (b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2019; and the reports of the Board of Directors and the Statutory Auditor and the comments of Comptroller & Auditor General of India thereon.
2.	To declare a Dividend on equity shares for the financial year ended March 31, 2019.
3.	Approval of remuneration payable to Statutory Auditor of the Company.
4.	Appointment of Shri Gajendra Singh as a Director of the Company.
5.	Re-appointment of Shri E. S. Ranganathan as Managing Director and approval of his remuneration.
6.	Appointment of Shri Amit Garg as a Director of the Company, not liable to retire by rotation.
7.	Appointment of Shri Amit Garg as Director (Commercial) and approval of his remuneration.
8.	Appointment of Shri R. P. Natekar as a Director of the Company
9.	Appointment of Shri Rajeev Verma as a Director of the Company.
10.	Appointment of Smt. Saroj Bala as an Independent Director of the Company.
11.	Appointment of Dr. Akhilesh Kumar Ambasht as an Independent Director of the Company.
12.	Appointment of Shri Rajib Sekhar Sahoo as an Independent Director of the Company.
13.	Appointment of Shri Ramesh Narain Misra as an Independent Director of the Company.
14.	Appointment of Shri Deepak Mishra as an Independent Director of the Company.
15.	Ratification of the remuneration payable to Cost Auditor of the Company for the Financial Year ending March 31, 2020.
16.	Approval of material Related Party Transactions under a contract entered with GAIL (India) Limited.

Signed this day of, 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Revenue Stamp of Re 1

Notes:

- 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.**
- A Proxy need not be a member of the Company.**