



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 19th Annual General Meeting of the members of INDRAPRASTHA GAS LIMITED will be held at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010, on Wednesday, the 26th September, 2018, 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, 2018 (b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2018; 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, 2018.
3. To appoint a Director in place of Shri Ramesh Srinivasan (DIN: 07164250), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 2018-19.”

SPECIAL BUSINESS

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

“RESOLVED THAT Shri Satyabrata Bairagi (DIN: 08167365), 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 him 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 Shri Rajiv Sikka (DIN: 06819112), 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 Rajiv Sikka (DIN: 06819112) as Director (Commercial) of the Company on whole-time basis with effect from May 25, 2018 to May 24, 2020 on the terms and conditions of appointment including remuneration forwarded by Bharat Petroleum Corporation Limited vide their letter dated April 23, 2018 and Email dated May 23, 2018, 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 Rajiv Sikka/ BPCL.

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

RESOLVED FURTHER THAT Shri Rajiv Sikka 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 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 Raghu Nayyar (DIN: 07115862), 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, with effect from March 20, 2018 upto March 19, 2019."

9. To consider and, if thought fit, to pass, with or without modification(s), 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, Dr. Sudha Sharma (DIN: 07117535), 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, with effect from March 20, 2018 upto March 19, 2019."

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 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, 2019, 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."

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 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. 821.43 Crores, with its related party i.e. GAIL (India) Limited (Nominee of Government of India), during the period April 1, 2017 to March 31, 2018.

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 10, 2018

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. The Register of members and Share Transfer Books of the Company will remain closed from September 18, 2018 to September 26, 2018 (both days inclusive) for the purpose of ascertaining the eligibility for payment of dividend.
6. 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 17, 2018.

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 Computershare Private Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 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, atleast 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 upto 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 August 01, 2018, has appointed M/s Walker Chandio & Co LLP (Registration No. 001076N/N500013), Chartered Accountants as Statutory Auditors of the Company for the financial year 2018-19.
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, 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 AM on September 23, 2018 and will end at 5.00 PM on September 25, 2018.

- f) The cut-off date (i.e. the record date) for the purpose of remote e-voting or poll is September 19, 2018. 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 19, 2018 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 authorised 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 Mr. Ramesh Desai, (Unit: Indraprastha Gas Limited) of Karvy Computershare 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 19, 2018, 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 19, 2018. 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. 5

Shri Satyabrata Bairagi was nominated by GAIL (India) Limited as a Director of the Company. The Board of Directors appointed Shri Satyabrata Bairagi, as an Additional Director w.e.f. July 6, 2018.

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 him proposing 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. 5 for your approval.

Other than Shri Satyabrata Bairagi 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 Shri Rajiv Sikka, as an Additional Director w.e.f. May 25, 2018. 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 Rajiv Sikka was nominated by Bharat Petroleum Corporation Limited (BPCL) as Director (Commercial) w.e.f. May 25, 2018 to May 24, 2020 on the terms and conditions of appointment including remuneration forwarded by BPCL vide letter dated April 23, 2018 and Email dated May 23, 2018. Accordingly, Board of Directors also appointed Shri Rajiv Sikka as Director (Commercial).

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

I. Shri Rajiv Sikka shall have the power of general conduct and management of the business and affairs of the Company.

II. Salary:

Shri Rajiv Sikka 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	2,00,800
DA @ 3.5% of Basic Pay	7,028
HRA @ 24% of Basic Pay	48,192
Deputation Allowance	11,576
Perks & Allowances (35% of Basic Pay)	70,280
Retirement Benefits	62,348

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

IV. Other perquisites and benefits: Shri Rajiv Sikka 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 Rajiv Sikka 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 & 9

Shri Raghu Nayyar and Dr. Sudha Sharma 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 March 20, 2015 to March 19, 2018.

Shri Raghu Nayyar and Dr. Sudha Sharma, Non - Executive Directors of the Company, have given 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, both the Directors fulfill the conditions specified in the Act, its rules framed thereunder and Listing Regulations for appointment as Independent Directors and they are independent of the management.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee, recommended the reappointment of the aforesaid Independent Directors and Board of Directors of the Company 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 Board of Directors recommends the special resolutions set out in item nos. 8 & 9 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 No. 10

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Ramanath Iyer & Co., New Delhi, Cost Accountants as

the Cost Auditor of the Company for the FY 2018-19. 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. 10 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, 2019.

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

Item No. 11

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 2017-18, the Company under a contract with GAIL (Nominee of Government of India) for NCT of Delhi purchased APM gas amounting to Rs. 821.43 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 2017-18. 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.

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 10, 2018

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

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN ANNUAL GENERAL MEETING
FIXED FOR SEPTEMBER 26, 2018**

Name of the Director	Shri S. Ramesh	Shri Rajiv Sikka	Shri S. Bairagi	Shri Raghu Nayyar	Dr. Sudha Sharma
Date of Birth	September 13, 1958	January 08, 1964	July 07, 1966	June 05, 1958	February 04, 1954
Date of Appointment/Re-appointment	January 14, 2017	May 25, 2018	July 06, 2018	March 20, 2018	March 20, 2018
Qualification	B. Sc. (Honors), M.B.A.	Civil Engineer, HBTI, Kanpur & Masters in Urban & Regional Planning from School of Planning and Architecture, Delhi.	B. Tech in Mechanical Engineering from IIT, Kharagpur.	Electrical Engineer (IIT, Kanpur), MBA (IIM, Ahmedabad), L.L.B and certificate in IPR from Indian Law Institute	Retired IRS Officer
Expertise in specific functional area	He joined BPCL in the year 1980 & has the distinction of heading three major Business Units, viz, Retail, Lubes & LPG. He introduced concepts like Pure for Sure, branded fuel like "SPEED", and provided low cost Retail Automation. He was also instrumental in launch of In & Out convenience stores, loyalty program, involved in implementation of PAHAL, online booking for new LPG Connection (SAHAJ), conceptualizing & launching of "Project Nishchay etc. Presently, he is Director (Marketing) in BPCL.	He is an experienced senior leader in oil & gas sector skilled in B2B & B2C sales & Marketing, business strategy, business planning, team building and operations.	He has rich experience in Oil & Gas Industry with GAIL (India) Limited in various functions like Projects Execution, Operation & Maintenance of Pipeline & its associated installations, Research & Development and Marketing of Natural Gas & Petrochemicals.	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.
List of other Companies in which Directorship held	1. Bharat Petroleum Corporation Limited 2. Bharat Stars Services Pvt. Ltd. 3. Bharat Stars Services (Delhi) Pvt. Ltd. 4. Matrix Bharat Pte. Ltd.	Nil	Bhagyanagar Gas Limited	Finsall Network Private Limited	NIL
Chairman/ Member of the Committee of Board of Directors of other Companies	Nil	Nil	Nomination & Remuneration Committee - Member	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors	No	No	No	No	No

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, 2018 (b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2018; 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, 2018.
3.	Appointment of a Director in place of Shri Ramesh Srinivasan, who retires by rotation and being eligible, offers himself for re-appointment.
4.	Approval of remuneration payable to Statutory Auditors of the Company.
5.	Appointment of Shri S. Bairagi as a Director of the Company.
6.	Appointment of Shri Rajiv Sikka as a Director of the Company, not liable to retire by rotation.
7.	Appointment of Shri Rajiv Sikka as Director (Commercial) and approval of his remuneration.
8.	Re-appointment of Shri Raghu Nayyar as an Independent Director of the Company.
9.	Re-appointment of Dr. Sudha Sharma as an Independent Director of the Company
10.	Ratification of the remuneration payable to Cost Auditors of the Company for the Financial Year ending 31st March, 2018.
11.	Approval of material Related Party Transactions under a contract entered with GAIL (India) Limited.

Signed this day of, 2018

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.**