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 15th Annual General Meeting of the Members of INDRAPRASTHA GAS LIMITED will be held at Air Force Auditorium, Subroto Park, New Delhi-110010, on Friday, the 12th September, 2014, at 11.30 A.M. to transact the following business: -

1. To consider and adopt the Audited Balance Sheet as at March 31, 2014, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To declare a dividend on equity shares.

3. To appoint a Director in place of Shri K.K. Gupta (DIN: 03476812), who retires by rotation and being eligible, offers himself for re-appointment.

4. 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 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."

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

   "RESOLVED THAT Shri Gyanesh Bharti (DIN: 03173701), 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 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 Act, as amended from time to time, Shri S. S. Rao (DIN: 01245772), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment 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 an Independent Director of the Company with effect from September 12, 2014 upto September 11, 2017."

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 Act, as amended from time to time, Shri Santosh Kumar Bajpai (DIN: 00239324), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment 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 an Independent Director of the Company with effect from September 12, 2014 upto September 11, 2017."

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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 Act, as amended from time to time, Prof. V. Ranganathan (DIN: 02860551), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment 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 an Independent Director of the Company with effect from September 12, 2014 upto September 11, 2017."

9. 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, 2015, 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."

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 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, consent of the Members be and is hereby accorded for the payment and distribution of a sum not exceeding 0.5% per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, by way of commission to and amongst all the Directors of the Company in such amount or proportions and in such manner as may be approved by the Board of Directors, from time to time.

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."

By Order of the Board

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

Place : New Delhi
Date : August 4, 2014

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 MEETING 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 hours before the commencement of the meeting. 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.

4. The Register of Members and Share Transfer Books of the Company will remain closed from September 4, 2014 to September 12, 2014 (both days inclusive) for the purpose of ascertaining the eligibility for payment of dividend.

5. 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 3, 2014.

6. 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, 17-24, Vittal Rao Nagar, Madhapur, Hyderabad, Andhra Pradesh – 500 081.

7. 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.

8. Members may correspond with the RTA /Company to claim dividends, which remain unclaimed. In this regards, 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.

9. 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.

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

11. Documents referred in the accompanying Notice are 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 Annual General Meeting.

12. 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, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.

   b) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facilities.

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

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

   e) The e-voting period will commence at 9.00 a.m. on 4th September 2014 and will end at 5.00 p.m. on 6th September 2014.

   f) The cut-off date (i.e. the record date) for the purpose of e-voting is 8th August 2014.

   g) The procedure and instructions for 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). 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) Members can cast their vote online from 4th September 2014 @ 9.00 AM to 6th September 2014 @ 5.00 PM

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

vi) 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. 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.

vii) You need to login again with the new credentials.

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

ix) 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.

x) 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 dose not want to cast, select 'ABSTAIN'

xi) 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.

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

xiii) Corporate/Institutional Members (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to vijay.sharma@vkscosecy.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution 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 change it subsequently. Further, the Members who have casted their vote electronically shall not be allowed to vote again at the Meeting.

i) 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 8th August 2014.

j) 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).

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

Item No.5

Shri Gyanesh Bharti was nominated by Government of NCT of Delhi as a Director on the Board in place of Shri Puneet Kumar Goel. The Board of Directors appointed Shri Gyanesh Bharti, as an Additional Director w.e.f. February 10, 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.

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

Other than Shri Gyanesh Bharti 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 Nos. 6 to 8

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Shri S. S. Rao, Shri Santosh Kumar Bajpai and Prof. V. Ranganathan, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Shri S. S. Rao, Shri Santosh Kumar Bajpai and Prof. V. Ranganathan, 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. 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.

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

The Board of Directors recommends the resolution set out in item no. 6 to 8 for your approval.

Other than Shri S. S. Rao, Shri Santosh Kumar Bajpai and Prof. V. Ranganathan, and their 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

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Chandra Wadhwa & Co., New Delhi, Cost Accountants as the Cost Auditors of the Company for the financial year 2014-15. The remuneration proposed to be paid to the Cost Auditors, would be Rs. 1,50,000 (Rupees one lakh 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) 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 Members of the Company.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 9 for approval of the Members as Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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

Item No. 10

In view of greater involvement and responsibility of the Directors in managing the affairs of the Company, Members had passed the resolution for payment of Commission on profit not exceeding 0.5% per annum of Net Profit under applicable provisions of erstwhile Companies Act, 1956. Under Section 197, 198 of the new Companies Act, 2013, it is proposed to pass a resolution for consent of the Members for the payment and distribution of a sum not exceeding 0.5% per annum of the net profits of the Company, by way of commission to and amongst all the Directors of the Company. The remuneration of Managing Director and Director – Commercial would remain within the ceiling as specified in Section 197 (1) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the resolution set out in item no. 10 for approval of the shareholders.

All the Directors of the Company and their relatives are concerned or interested in the resolution. Except Managing Director, none of Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the resolution.

By Order of the Board

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

Place : New Delhi
Date : August 4, 2014

INDRAPRASTHA GAS LIMITED

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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 15th ANNUAL GENERAL MEETING of Indraprastha Gas Limited to be held on Friday, the September 12, 2014, at 11.30 a.m. at Air Force Auditorium, Subroto Park, 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: ..... E-mail Id: .....
   Address: .....
   ..... Signature: .....

or failing him/her

2. Name: ..... E-mail Id: .....
   Address: .....
   ..... Signature: .....

or failing him/her

3. Name: ..... E-mail Id: .....
   Address: .....
   ..... Signature: .....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Fifteenth Annual General Meeting of the Company to be held on the 12th day of September 2014 at 11.30 a.m.** at Air Force 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 consider and adopt the Audited Balance Sheet as at March 31, 2014, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2.	To declare a dividend on equity shares.
3.	To appoint a Director in place of Shri K.K. Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
4.	Appointment of Statutory Auditors of the Company and fixing their remuneration
5.	Appointment of Shri Gyanesh Bharti as a Director of the Company, liable to retire by rotation
6.	Appointment of Shri S.S. Rao as an Independent Director
7.	Appointment of Shri Santosh Kumar Bajpai as an Independent Director
8.	Appointment of Prof. V. Ranganathan as an Independent Director
9.	Ratification of the remuneration payable to Cost Auditors of the Company for the financial year ending 31st March, 2015
10.	To approve payment and distribution of Commission on profit to Directors.

Signed this ..... day of ....., 2014

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Clean • Green • Sustainable




15th Annual Report 2013-14




INDRAPRASTHA GAS LIMITED

VISION

To be the leading clean energy solutions provider, committed to stakeholder value enhancement, through operational excellence and customer satisfaction.

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