



INDRAPRASTHA GAS LIMITED

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

IGL/CS/2022

May 14, 2022

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

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

Security Code : 532514

Trading Symbol : IGL

**SUB: Intimation under Regulation 30 of SEBI (LODR) Regulations, 2015:
a) Notice of Postal Ballot and Remote E-voting**

Dear Sir/Madam,

This is to inform that the Company is conducting Postal Ballot for seeking the approval of Members of the Company for appointment of Directors and approval of Material Related Party Transactions. Please find enclosed herewith copy of Notice of Postal Ballot along with Explanatory Statement and instructions for remote e-voting pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India, Postal Ballot Notice will be sent by electronic mode only to those Members whose e-mail address(es) are registered with the Company/Depositories.

The Company has engaged the services of KFIN Technologies Private Limited to provide remote e-voting facility to its members. The remote e-voting period shall commence from Friday, May 20th 2022 at 9:00 a.m. (IST) and shall end on Saturday, June 18th 2022 at 5:00 p.m. (IST).

Postal Ballot Notice is also available at the website of the Company at www.iglonline.net and on the website of e-voting agency i.e., KFIN at www.evoting.kfintech.com. The result of the Postal Ballot shall be announced on or before Monday, June 20th 2022.

This is for your information and record.

Thanking you,

(S.K. Jain)

Company Secretary & Compliance Officer

IGL Bhawan, Plot No. 4, Community Centre, R.K. Puram, Sector - 9, New Delhi-110 022

Phone : 46074607 Fax : 26171863 Website : www.iglonline.net

CIN : L23201DL1998PLC097614

An ISO 9001:2008, ISO 14001 : 2004, OHSAS 18001 : 2007 Certified Organisation



INDRAPRASTHA GAS LIMITED

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

POSTAL BALLOT NOTICE

Notice is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force) (Rules), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), various circulars from Ministry of Corporate Affairs (MCA Circulars) and such other applicable laws and regulations, the Ordinary Resolutions as set out in this notice are proposed for approval of the members of the Company through Postal Ballot by electronic voting (e-voting). Detailed explanatory statement setting out the material facts concerning resolutions and instructions for e-voting is annexed to the postal ballot notice.

SPECIAL BUSINESS

1. Appointment of Shri Sanjay Kumar as a Director of the Company

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Sanjay Kumar (DIN: 08346704), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of ensuing 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.”

2. Appointment of Shri Sanjay Kumar as Managing Director of the Company

To consider, and if thought fit, to pass 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 appointment of Shri Sanjay Kumar (DIN: 08346704) as Managing Director of the Company on whole-time basis with effect from March 25, 2022 to March 24, 2025 on the terms and conditions including remuneration forwarded by GAIL (India) Limited vide its office order no. GAIL\CO\TRF\03\22 dated March 17, 2022 and letter no. 22/02/53/2217/2022 dated March 28, 2022, 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 Sanjay Kumar/GAIL.

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

3. Appointment of Shri Pawan Kumar as a Director of the Company

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT Shri Pawan Kumar (DIN: 09419599), who was appointed as an Additional Director by the Board of Directors and who holds office upto the date of ensuing 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.

4. Appointment of Shri Pawan Kumar as Director (Commercial) of the Company

To consider, and if thought fit, to pass 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 Pawan Kumar (DIN: 09419599) as Director (Commercial) of the Company on whole-time basis with effect from December 1, 2021 to November 30, 2024 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 December 08, 2021, 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 Pawan Kumar/BPCL.

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

5. Material Related Party Transactions with GAIL (India) Limited

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Related Party Transactions Policy of the Company, approval of the Shareholders of the Company be and is hereby accorded for Material Related Party Transactions and

subsequent material modifications, if any, with GAIL (India) Limited, for the Financial Year 2022-23 for a value of Rs. 9,505 Crores in the ordinary course of business and at arm's length basis and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

6. Material Related Party Transactions with Bharat Petroleum Corporation Limited

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Related Party Transactions Policy of the Company, approval of the Shareholders of the Company be and is hereby accorded for Material Related Party Transactions and subsequent material modifications, if any, with Bharat Petroleum Corporation Limited, for the Financial Year 2022-23 for a value of Rs. 1,500 Crores in the ordinary course of business and at arm's length basis and that the Board of Directors of the Company or any other person(s) authorized by the Board, be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

By Order of the Board

Sd/-

(S.K. Jain)

Company Secretary

Place: New Delhi

Date: May 14, 2022

NOTES

A. GENERAL INFORMATION

1. The MCA Circulars have prescribed the process for convening of extraordinary general meetings and passing of Resolutions through Postal Ballot. The MCA Circulars also provide that the communication of assent/dissent of the members in the Postal Ballot will take place only through e-voting. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable mutatis mutandis for passing of Resolutions through Postal Ballot by voting through electronic means (“remote evoting”).
2. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Business to be passed through Postal Ballot/E-voting is annexed hereto for your consideration.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on Friday, May 13, 2022 (“Cut Off Date”), as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). Postal Ballot Notice shall also be placed on the website of the Company <http://www.iglonline.net>.
4. In accordance with MCA and SEBI Circulars, the company is sending the notice of Postal Ballot to Members in electronic form only. Physical copies of the Notice along with Postal Ballot form and pre-paid business reply envelop are not be being sent to members for this Postal Ballot. As per the MCA Circulars, Postal Ballot notice will be available on the website of the Company i.e. www.iglonline.net. This notice can also be accessed from the websites of the Stock exchanges i.e. BSE Limited and National Stock exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and will also be available on the website of Kfin Technologies Ltd. i.e. www.evoting.kfintech.com
5. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date i.e. Friday, May 13, 2022 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
6. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members are requested to provide a proof of authorisation (board resolution/authority letter/power of attorney etc.) in favour of their authorised representatives to the scrutiniser.

7. The postal ballot voting period (remote e-voting) commences on Friday, May 20, 2022 (09:00 hours IST) and ends on Saturday, June 18, 2022 (17:30 hours IST) and the voting module shall be disabled thereafter.
8. The Board of Directors (Board) has appointed Mr. P.P. Agarwal of M/s. P.P. Agarwal & Co., Company Secretaries, New Delhi (Firm Reg. No.: 10566) as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
9. The Scrutinizer will submit his report to Chairman or in his absence to the Managing Director/Director (Commercial) of the Company, after completion of scrutiny of Postal Ballot (including e-voting). The results of the Postal Ballot will be announced on Monday, June 20, 2022 at the registered office of the Company on or before 5:00 PM, and will be displayed at the registered office of the Company and communicated to the Stock Exchanges i.e. BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website i.e. <http://www.iglonline.net> and on the website of the e-voting agency i.e. M/s. Kfin Technologies Limited i.e. <https://evoting.kfintech.com/>
10. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed on the last date of remote e-voting at a General Meeting of Members convened on that behalf.
11. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the Resolutions through the e-voting service facility arranged by M/s. Kfin Technologies Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.
12. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members seeking to inspect such documents can send an email to investors@igl.co.in.
13. The Address for correspondence shall be as follows:
 - (a) Registered office of the Company: Company Secretary, Indraprastha Gas Limited, IGL Bhawan, Plot No.4, Community Centre Sector-9, R. K. Puram,

New Delhi, 110022, Email: investors@igl.co.in, Tel No.: 011-46074607, Fax No.: 011-26171863

(b) Registrar & Transfer Agents: Kfin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana,– 500032; Email: Ravuri.vijay@kfintech.com/einward.ris@kfintech.com; Tel No.: 1800-309-4001.

B. PROCEDURE FOR REMOTE E-VOTING

1. In pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process.
2. Individual demat account holders would be able to cast their vote without having to register again with the Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
4. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting for Individual shareholders holding securities in demat mode.”
5. The details of the process and manner for remote e-voting and are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

I) Login method for remote e-voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> (i) Visit URL: https://eservices.nsd.com (ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. (iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”. (iv) Click on Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> (i) To register click on link : https://eservices.nsd.com (ii) Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp (iii) Proceed with completing the required fields. (iv) Follow steps given in points 1. <p>3. Alternatively by directly accessing the e-voting website of NSDL</p> <ul style="list-style-type: none"> (i) Open URL: https://www.evoting.nsd.com/ (ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. (iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. (iv) Post successful authentication, you will requested to select the name of the company and the e-voting service provider name, i.e. KFintech. (v) On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> (i) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com (ii) Click on new system Myeasi (iii) Login with your registered user id and password. (iv) The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-voting portal. (v) Click on e-voting service provider name to cast your vote.

	<p>2. User not registered for Easi/Easiest</p> <p>(i) Option to register is available at (ii) https://web.cdslindia.com/myeasi/Registration/EasiRegistration (iii) Proceed with completing the required fields. (iv) Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <p>(i) Visit URL: www.cdslindia.com (ii) Provide your demat Account number and PAN Number. (iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account. (iv) After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>(i) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility. (ii) Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. (iii) Click on options available against Company name or e-voting service provider – Kfintech and you will be redirected to e-voting website of Kfintech for casting your vote during the remote e-voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- I) **Login method for e-voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- I. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- II. Enter the login credentials (i.e. User ID and password). 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 KFintech for e-voting, you can use your existing User ID and password for casting the 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 “EVEN” i.e., ‘Indraprastha Gas Limited – Postal Ballot’ and click on “Submit”.
- 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., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id fcs.ppa@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:

- I. Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:
<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- II. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate in case of physical folio for sending the Notice of Postal ballot and the e-voting instructions.

In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in

electronic form with their Depository Participant(s) permanently for sending the Notice of Postal Ballot and the e-voting instructions.

- III. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

OTHER INSTRUCTIONS

- a) 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.kfintech.com/public/Downloads.aspx> (KFintech Website) or contact Shri Ravuri Vijay, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- b) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on May 13, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- c) 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).
- d) 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 May 13, 2022. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD (SS-2) ON GENERAL MEETINGS

ITEM NOS. 1 & 2

The Board of Directors appointed Shri Sanjay Kumar, as an Additional Director w.e.f. March 25, 2022. As per the provisions of Section 161 of the Companies Act, 2013, he shall hold office upto the date of Annual General Meeting. Regulation 17 (1C) of SEBI LODR Regulations provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, Shareholders approval is being sought for director inducted since 1st January 2022. Additionally, Shareholders approval is also sought for prior appointments of Director since the last Annual General Meeting (AGM) (i.e. from October to December 2021) as a good corporate practice.

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 Sanjay Kumar was nominated by GAIL (India) Ltd., as Managing Director w.e.f. March 25, 2022 to March 24, 2025 on the terms and conditions including remuneration forwarded by GAIL (India) Limited vide its office order no. GAIL\CO\TRF\03\22 dated March 17, 2022 and letter no. 22/02/53/2217/2022 dated March 28, 2022. Accordingly, Board of Directors also appointed Shri Sanjay Kumar as Managing Director.

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

I. Shri Sanjay Kumar shall have the power of general conduct and management of the business and affairs of the Company.

II. Salary:

Shri Sanjay Kumar 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	2,40,260
Variable DA (29.4% w.e.f. 01.01.2022)	70,636
HRA @ 27% of Basic Pay per Month	64,870
Perquisites and allowance	84,091
Secondment Allowance	4,500

Variable DA: VDA is subject to change every quarter.

Accommodation: Shri Sanjay Kumar is drawing HRA.

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

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. 1 & 2 for your approval.

Other than Shri Sanjay Kumar and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolution. The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders.

ITEM NOS. 3 & 4

The Board of Directors appointed Shri Pawan Kumar (DIN: 09419599), as an Additional Director w.e.f. December 1, 2021. As per the provisions of Section 161 of the Companies Act, 2013, he shall hold office upto the date of Annual General

Meeting. Regulation 17 (1C) of SEBI LODR Regulations provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Additionally, Shareholders approval is also sought for prior appointments of Director since the last Annual General Meeting (AGM) (i.e. from October to December 2021) as a good corporate practice.

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 Pawan Kumar was nominated by Bharat Petroleum Corporation Limited (BPCL) as Director (Commercial) w.e.f. December 1, 2021 to November 30, 2024 on the terms and conditions of appointment including remuneration forwarded by BPCL vide its letter dated December 8, 2021. Accordingly, Board of Directors also appointed Shri Pawan Kumar as Director (Commercial).

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

I. Shri Pawan Kumar shall have the power of general conduct and management of the business and affairs of the Company.

II. Salary:

Shri Pawan Kumar 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	2,17,410
DA @ 27.2% of Basic Pay and Stagnation Increment	59,136
HRA	58,701
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)	76,094
Retirement Benefits (30% of Basic Pay, DA and Stagnation Increment)	82,964

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 Pawan Kumar 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. 3 & 4 for your approval.

Other than Shri Pawan Kumar and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolutions. The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders.

ITEM NO. 5

GAIL (India) Limited (GAIL) is one of the promoters of the Company and is a Related Party as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). GAIL holds 22.50% equity stake in IGL. Ministry of Petroleum and Natural Gas (MoP&NG) has authorized GAIL as a sole supplier of Domestic Gas (APM & Non-APM) for meeting the requirement of gas for transportation and PNG Domestic customers at price determined by Government of India from time to time.

The Company is proposing to enter into certain business transactions with GAIL for the Financial Year 2022-23. The Company has also entered into agreements for supply of gas under short term/ Spot/ Medium/ Long term contracts, other goods & services etc. with GAIL.

All transactions to be entered into by the Company with GAIL are related to the day to day essential business operations of the Company. These transactions are in the ordinary course of business and are on arm's length basis and reviewed and recommended by the Audit Committee/Board for placing it for approval of the shareholders in compliance with the provisions of the Act/Listing Regulations.

It may be noted that as per the amended definition provided in the explanation to Regulation 23 (1) of Listing Regulations, which is effective 1st April, 2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crores or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether an entity is a related party to the particular transaction or not.

The nature of transactions are in the form of Purchase of Gas, Transportation Charges, Operational Charges etc. from GAIL. The transactions with GAIL for the Financial Year 2022-23 on account of purchase of gas, other goods & services etc. are estimated to be Rs. 9,505 Crores and this amount exceeds the threshold limit Rs.1,000 Crore, one of the criteria prescribed above in the amended definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction.

Approval of the Members of the Company is therefore required in terms of Regulation 23 of the Listing Regulations by way of passing of an Ordinary Resolution to the aforesaid Material Related Party Transactions to be entered for the Financial Year 2022-23.

Details to be placed before Members in line with the SEBI Circular are given below:

Sr. No.	Particulars	Remarks
I.	Type, material terms and particulars of the proposed transaction	As detailed above. All transactions to be entered into are at arm's length.
II.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	GAIL (India) Limited, one of the Promoters of IGL, holding 22.50% of Share Capital.
III.	Tenure of the proposed transaction (particular tenure shall be specified);	Recurring Nature and approval is for Financial Year 2022-23
IV.	Value of the proposed transaction;	Rs. 9,505 Crores
V.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> I. details of the source of funds in connection with the proposed transaction. II. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, <ul style="list-style-type: none"> ▪ Nature of Indebtness ▪ Cost of funds ▪ Tenure III. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and IV. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT; 	Not Applicable
VI.	Justification as to why the RPT is in the interest of the listed entity;	Arrangement is commercially beneficial. Further, the Company's purchase of gas from GAIL are related to the day to day

		business operations of the Company and essential for its activities.
VII.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting.

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel and/ or their relatives except Shri R.K. Jain, Director, (GAIL nominated Director on IGL Board) and/or their relative, is/ are interested or concerned, financially or otherwise in the resolution or may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

Members may please note that in terms of the provisions of the Listing Regulations, all related party(ies) shall abstain from voting in favour of the proposed resolution.

ITEM NO. 6

Bharat Petroleum Corporation Limited (BPCL) is one of the promoters of the Company and is a Related Party as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). BPCL holds 22.50% equity stake in IGL. The Company is proposing to enter into certain business transactions with BPCL for the Financial Year 2022-23. The nature of transactions are in the form of Purchase of gas, Facility Charges, Electricity Reimbursements etc. from BPCL. The Company is also selling CNG at retail outlets of BPCL.

All transactions to be entered into by the Company with BPCL are related to the day to day essential business operations of the Company. These transactions are in the ordinary course of business and are on arm's length basis and reviewed and recommended by the Audit Committee/Board for placing it for approval of the shareholders in compliance with the provisions of the Act/Listing Regulations.

It may be noted that as per the amended definition provided in the explanation to Regulation 23 (1) of Listing Regulations, which is effective 1st April, 2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior

approval of the Members through a Resolution and no related party shall vote to approve such Resolution whether an entity is a related party to the particular transaction or not.

The total value of the transaction with BPCL for purchase / sale/ rendering of services etc. is estimated to be Rs. 1,500 Crores for the Financial Year 2022-23 and this amount exceeds the threshold limit Rs.1,000 Crore, one of the criteria prescribed above in the amended definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction.

Approval of the Members of the Company is therefore required in terms of Regulation 23 of the Listing Regulations by way of passing of an Ordinary Resolution to the aforesaid Material Related Party Transactions to be entered for the Financial Year 2022-23.

Details to be placed before Members in line with the SEBI Circular are given below:

Sr. No.	Particulars	Remarks
I.	Type, material terms and particulars of the proposed transaction	As detailed above. All transactions to be entered into are at arm's length.
II.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	BPCL, one of the Promoters of IGL, holding 22.50% of Share Capital.
III.	Tenure of the proposed transaction (particular tenure shall be specified);	Recurring Nature and approval is for Financial Year 2022-23
IV.	Value of the proposed transaction;	Rs. 1,500 Crore
V.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>I. details of the source of funds in connection with the proposed transaction.</p> <p>II. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> ▪ Nature of Indebtness ▪ Cost of funds ▪ Tenure <p>III. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>IV. the purpose for which the funds will</p>	Not Applicable

	be utilized by the ultimate beneficiary of such funds pursuant to the RPT;	
VI.	Justification as to why the RPT is in the interest of the listed entity;	Arrangement is commercially beneficial.
VII.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not Applicable

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting.

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel and/ or their relatives except Shri Arun Kumar Singh, Chairman, (BPCL nominated Chairman on IGL Board) and/or their relative, is/ are interested or concerned, financially or otherwise in the resolution or may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

Members may please note that in terms of the provisions of the Listing Regulations, all related party(ies) shall abstain from voting in favour of the proposed resolution.

By Order of the Board

Place: New Delhi
Date: May 14, 2022

Sd/-
S.K. Jain
Company Secretary

Brief resume of Directors Pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Name of the Director	Shri Sanjay Kumar	Shri Pawan Kumar
Date of Birth	15-06-1967	05-03-1965
Date of Appointment/Reappointment	25-03-2022	01-12-2021
Qualifications	Shri Sanjay Kumar is a graduate in Mechanical Engineering from IIT Kharagpur and also holds a Master of Business Administration degree.	Shri Pawan Kumar is a graduate in Industrial Engineering from Indian Institute of Technology (IIT), Roorkee and post graduate in Management from S. P. Jain Institute of Management & Research, Mumbai.
Nature of Expertise in Specific Functional Area	He is having over three decades of experience in various roles across domains including Gas Marketing, LNG Sourcing/Trading/Shipping, Business Development, Gas Transmission, Projects Management & Gas Pipeline Operation & Maintenance. Prior to joining IGL as Managing Director, he was Executive Director (Marketing - Gas) at GAIL (India) Limited.	Shri Pawan Kumar is a senior leader in hydrocarbon space having a rich experience of over 33 years across multiple regions in various roles in BPCL.
Other directorship	MNGL	MNGL
Name of listed entities from which the person has resigned in past three years	None	None
Chairmanship/Membership of Board committees	<p>Chairman: IGL Procurement Committee</p> <p>Member: IGL 1. Human Resource Committee</p>	<p>Member: IGL</p> <ol style="list-style-type: none"> 1. Human Resource Committee 2. Share Transfer & Stakeholders Relationship Committee 3. Corporate Social Responsibility Committee 4. Business Development Committee

	<ul style="list-style-type: none"> 2. Share Transfer & Stakeholders Relationship Committee 3. Corporate Social Responsibility Committee 4. Business Development Committee 5. Risk Management Committee 	<ul style="list-style-type: none"> 5. Risk Management Committee 6. Procurement Committee <p>Member: MNGL</p> <ul style="list-style-type: none"> 1. Audit Committee 2. CSR Committee
Terms and conditions of Appointment	For a term of 3 years w.e.f. from 25 th March, 2022 till 24 th March 2025 on whole time basis based on the terms & conditions as forwarded by Gail (India) Limited	For a term of 3 years w.e.f. from 01 st December, 2021 till 30 th November 2024 on whole time basis based on the terms & conditions as forwarded by Bharat Petroleum Corporation Limited.
Relationship with other Directors and KMP's	None	None
No. of Board meetings attended during the year (FY 2021-22)	2	6
No. of Shares held in IGL	1700	NIL