



INDRAPRASTHA GAS LIMITED

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

Ref. No.: IGL/CS/2013

September 2, 2013

The Manager
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

Sub: Items approved in the 14th AGM of Indraprastha Gas Ltd.

Dear Sir / Madam,

We enclose herewith agenda items approved in the 14th Annual General Meeting of the Company held on September 2, 2013.

Details of voting results in the prescribed format as per Clause 35 A of the Listing Agreement would be sent separately.

This is for your information and record.

Thanking you,

Yours sincerely,
for **Indraprastha Gas Ltd.**,

(S. K. Jain)
Company Secretary & Compliance Officer

Encl.: As above



INDRAPRASTHA GAS LIMITED

FOLLOWING AGENDA ITEMS WERE APPROVED IN THE 14TH ANNUAL GENERAL MEETING OF INDRAPRASTHA GAS LIMITED HELD ON 2ND SEPTEMBER 2013 AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110 010.

1. Audited Balance Sheet as at March 31, 2013, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon were adopted.
2. Dividend @ 55% (Rs.5.50/- per share) on equity shares was declared.
3. Prof. V. Ranganathan, Director, who retired by rotation was re-appointed.
4. Statutory Auditors were appointed by the following Special Resolution :

"RESOLVED THAT pursuant to Section 224A and other applicable provisions, if any, of the Companies Act, 1956, 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. Shri Narendra Kumar was appointed as Director by passing the following Ordinary Resolution :

"RESOLVED THAT Shri Narendra Kumar, 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 257 of the Companies Act, 1956, be and is hereby, appointed as a Director of the Company."

6. The appointment of Shri Narendra Kumar as Managing Director & approval of his remuneration by passing the following Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 & 311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and Article 121 (A) (iii) of the Articles of Association of the Company, approval be and is hereby accorded, to the appointment of Shri Narendra Kumar, as Managing Director of the Company on whole-time basis with effect from April 18, 2013 for a period of three years on the terms and conditions of appointment including remuneration forwarded by GAIL (India) Limited vide its letter Nos. GAIL/CO/TRF/04/2013 dated April 16, 2013 and 22/02/53/1555/2013 dated April 17, 2013 respectively, 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 Narendra Kumar / GAIL.

FURTHER RESOLVED THAT the Company shall provide all such facilities to Shri Narendra Kumar as may be necessary for his smooth functioning as Managing Director, and reimburse such expenses as are incurred by him in carrying out the responsibilities of Managing Director.

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



Continuation Sheet



INDRAPRASTHA GAS LIMITED

Shri Rajesh Chaturvedi was appointed as Director by passing the following Ordinary Resolution :

"RESOLVED THAT Shri Rajesh Chaturvedi, 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 257 of the Companies Act, 1956, be and is hereby, appointed as a Director of the Company."

8. The appointment of Shri Rajesh Chaturvedi as Director (Commercial) & approval of his remuneration by passing the following Special Resolution :

"RESOLVED THAT pursuant to provisions of Sections 198, 269, 309, 310 & 311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and Article 121 (A) (iii) of the Articles of Association of the Company, approval be and is hereby accorded, to the appointment of Shri Rajesh Chaturvedi, as Director (Commercial) of the Company on whole-time basis with effect from December 1, 2012 to August 31, 2014 on the terms and conditions of appointment including remuneration forwarded by Bharat Petroleum Corporation Limited vide its letter no. HRD.DEPU.IGL dated November 27, 2012, 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 Rajesh Chaturvedi / BPCL.

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

FURTHER RESOLVED THAT Shri Rajesh Chaturvedi 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."

9. Shri Rajeev Kumar Mathur was appointed as Director by passing the following Ordinary Resolution :

"RESOLVED THAT Shri Rajeev Kumar Mathur, 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 257 of the Companies Act, 1956, be and is hereby, appointed as a Director of the Company liable to retire by rotation."

10. Shri Puneet Kumar Goel was appointed as Director by passing the following Ordinary Resolution :

"RESOLVED THAT Shri Puneet Kumar Goel, 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 257 of the Companies Act, 1956, be and is hereby, appointed as a Director of the Company liable to retire by rotation."

11. Shri Santosh Kumar Bajpai was appointed as Director by passing the following Ordinary Resolution :

"RESOLVED THAT Shri Santosh Kumar Bajpai, 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 257 of the Companies Act, 1956, be and is hereby, appointed as a Director of the Company liable to retire by rotation."

