



GAIL (INDIA) LIMITED

(A Government of India Undertaking)

Registered Office: 16, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066

CIN: L40200DL1984GOI018976 Website: www.gailonline.com E-mail: shareholders@gail.co.in

Phone: 011-26182955, Fax: 011-26185941

NOTICE

NOTICE is hereby given that the Thirty- Fifth Annual General Meeting (AGM) of the members of GAIL (India) Limited will be held on Tuesday, the 20th day of August, 2019 at 10:30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010 to transact the following business(s):-

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the Financial year ended 31st March, 2019, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India and to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Audited Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2019, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."
- To declare final dividend @ 8.85 % (Rs. 0.885/- per equity share) on the paid-up equity share capital of the Company as on the date of declaration, for the Financial Year 2018-19 as recommended by the Board and to confirm the payment of interim dividend @ 62.50 % (Rs. 6.25/- per equity share) on the paid-up equity share capital of the Company already paid in the month of February, 2019 and to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT approval of the shareholders be and is hereby accorded for payment of final dividend @ 8.85% (Rs. 0.885/- per equity share) on the paid-up equity share capital of the Company as on the date of declaration, for the Financial Year 2018-19 as recommended by the Board and to confirm the payment of Interim Dividend @ 62.50 % (Rs. 6.25/- per equity share) on the paid-up equity share capital of the Company as approved by the Board and already paid in the month of February, 2019."
- To appoint a Director in place of Shri P. K. Gupta, who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Shri P. K. Gupta (DIN- 01237706) be and is hereby re-appointed as Director of the Company liable to retire by rotation."
- To appoint a Director in place of Shri Gajendra Singh, who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Shri Gajendra Singh (DIN- 03290248) be and is hereby re-appointed as Director of the Company liable to retire by rotation."
- To authorize Board of Directors of the Company to fix remuneration of the Joint Statutory Auditor(s) of the Company 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 the Joint Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2019-20."

SPECIAL BUSINESS

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

- To appoint Shri A. K. Tiwari (DIN- 07654612) as Director (Finance) and Chief financial Officer (CFO) of the Company:
"RESOLVED THAT in accordance with the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013, Shri A. K. Tiwari (DIN- 07654612) who was nominated as Director (Finance) by the President of India vide MoPNG letter No. CA-31022/1/2017-PNG (90) dated 14.08.2018 and appointed as an Additional Director and Chief Financial Officer w.e.f. 01.12.2018 by the Board of Directors to hold the post of Director (Finance) of the Company, be and is hereby appointed as Director (Finance) and CFO of the Company, liable to retire by rotation on such terms and conditions, remuneration and tenure as may be determined by the President of India/ Government of India from time to time."
- Ratification of remuneration of Cost Auditors of the Company:
"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-

enactment thereof, for the time being in force), the remuneration payable to the Cost Auditor(s) appointed by the Board of Directors of the Company to conduct the audit of cost records of the various units of the Company for the Financial Year 2018-19, amounting to Rs. 23,38,600/- plus applicable taxes and out of pocket expenses etc. be and is hereby ratified and confirmed."

- Material Related Party Transactions with Petronet LNG Limited (PLL) :
"RESOLVED THAT in partial modification of the earlier resolution passed in 34th AGM related to Material Related Party Transactions with PLL pursuant to the requirement of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders be and is hereby accorded for the Material Related Party Transactions with PLL for FY 2018-19 amounting to Rs. 21,837.16 crores (based on actual transactions) with PLL during FY 2018-19.
FURTHER RESOLVED THAT approval of the shareholders be and is hereby accorded for the Material Related Party Transactions with PLL for FY 2019-20 based on the expected value of transactions of Rs. 20,254 Crores, which is likely to exceed 10% of the consolidated turnover of the Company for FY 2018-19."
 To consider, and if thought fit, to pass the following resolutions as **Special Resolution(s)**:
- Amendment of the Articles of Association of the Company:
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, a new set of Articles of Association of the Company be & is hereby approved and adopted in substitution and supersession of the existing set of Articles of Association of the Company.
FURTHER RESOLVED THAT the Chairman & Managing Director and/or Director and/or Company Secretary be and are hereby authorized to do all acts and take all such actions as may be necessary, proper or expedient to give effect to this resolution and to sign and execute all necessary documents, applications, returns as may be necessary to give effect to the above resolution."
- Re-Appointment of Shri Anupam Kulshreshtha (DIN- 07352288), Non-Official Part-Time (Independent) Director of the Company:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Shri Anupam Kulshreshtha (DIN- 07352288) who was re-appointed as an Independent Director w.e.f. 20.11.2018 by President of India vide MoPNG letter No. C-31033/5/2018-CA/FTS-26192 dated 20.11.2018 be and is hereby re-appointed as an Independent Director for a period of one year from the date of completion of existing tenure i.e. 19.11.2018 or until further orders, whichever is earlier."
- Re-Appointment of Shri Sanjay Tandon (DIN- 00484699), Non-Official Part-Time (Independent) Director of the Company:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Shri Sanjay Tandon (DIN- 00484699) who was re-appointed as an Independent Director w.e.f. 20.11.2018 by President of India vide MoPNG letter No. C-31033/5/2018-CA/FTS-26192 dated 20.11.2018 be and is hereby re-appointed as an Independent Director for a period of one year from the date of completion of existing tenure i.e. 19.11.2018 or until further orders, whichever is earlier."
- Re-Appointment of Shri S. K. Srivastava (DIN- 02163658), Non-Official Part-Time (Independent) Director of the Company:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Shri S. K. Srivastava (DIN- 02163658) who was re-appointed as an Independent Director w.e.f. 20.11.2018 by President of India vide MoPNG letter No.



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C-31033/5/2018-CA/FTS-26192 dated 20.11.2018 be and is hereby re-appointed as an Independent Director for a period of one year from the date of completion of existing tenure i.e. 19.11.2018 or until further orders, whichever is earlier."

By order of the Board

Sd/-
(A.K. Jha)
Company Secretary

Date : 08 July, 2019
Place : New Delhi

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING (PROXY FORM IS ANNEXED HERewith).

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxy(ies) lodged at any time during the business hours of the Company, provided that not less than three days' of notice in writing of the intention to inspect is given to the Company.

2. The following is annexed with the Notice:

- Explanatory Statement pursuant to section 102 of the Companies Act, 2013 read with the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and approved as such by Government of India in respect of the Special Business(es).
- A brief resume of the Director(s) proposed for appointment/re-appointment as mandated in Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations, 2015]. For the purpose of determination of the Committee positions, Membership/Chairmanship is reckoned considering Audit Committee and Stakeholders Relationship Committee only. As per provisions of the Companies Act, 2013, Additional Director(s) and Independent Director(s) are not liable to retire by rotation. As per the Articles of Association of the Company, Chairman and Managing Director is not liable to retire by rotation.
- The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means (instructions for remote e-voting are annexed).
- Attendance slip and proxy form.

3. Documents referred to in the accompanying Notice and Explanatory Statement thereto, are open for inspection by members, at the Registered Office of the Company during the office hours i.e. between 11:00 a.m. and 1:00 p.m., on all working days, except Saturday(s)/ Sunday(s)/ Gazetted Holiday(s) and other Holidays declared in GAIL.

4. The Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, the 13th August, 2019 to Tuesday, the 20th August, 2019 (both days inclusive) to determine the entitlement of the final dividend @ 8.85 % (Rs. 0.885/- per equity share), if so, approved by the members of the Company at the aforesaid AGM. The Company had already paid interim dividend @ 62.50% (Rs. 6.25/- per share) in the month of February, 2019. Final dividend after declaration at the AGM, will be paid within 30 days of the AGM to those eligible members whose name(s) appear:-**

- as member(s) holding shares in **physical mode**, in the Register of Members of the Company after giving effect to all valid and complete transfers, lodged with R&TA/ Company on or **before 13th August, 2019**, or
- as Beneficial Owner(s) holding shares in **electronic mode**, details as furnished by the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the said purpose.

5. Corporate members intending to send their authorized representative(s) to attend the meeting are required to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

6. Members may kindly note that their Bank Account number and MICR Code, as noted in the records of their Depository Participant (DP), shall be used for the purpose of remittance of dividend through National Automated Clearing House (NACH), wherever applicable. Members should ensure that their correct bank details, address, contact numbers are updated in the records of the DP, so that no NACH rejection takes place.

7. Members who have not encashed their Dividend Warrant(s) may approach the R&TA/ Company for issuance of demand draft(s) upon completion of necessary formalities in this behalf in lieu of such warrant(s), at least 3 weeks before they are due for transfer to Investor Education and Protection Fund (IEPF). After the transfer of unpaid/unclaimed amount to IEPF, no claim shall lie against Company/R&TA. Regarding modalities of dividend and other related information, members are requested to refer "Dividend" section of Report on Corporate Governance and may also visit Investor Zone' section at Company's website for further reference. R&TA has also designated an exclusive e-mail ID viz. admin@mcregistrars.com to facilitate investors to register their request(s)/ complaint(s), if any.

8. Pursuant to the requirement of section 124(6) of the Companies Act, 2013 read with Rule 6(3)(a) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend have not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund (IEPF). However, shareholders whose unpaid/ unclaimed dividend(s) has been transferred to IEPF shall be entitled to get refund in respect of such claims in accordance with the provisions of the Companies Act, 2013 and rules framed in this regard by the Government of India. The details of dividend paid by the Company can be viewed/ downloaded at the following link- <http://gailonline.com/pdf/InvestorsZone/Dividend%20history.pdf> and the details of due date of transfer of dividend/ Shares, as applicable to IEPF can be viewed/ downloaded at the following link- <http://gailonline.com/pdf/InvestorsZone/IEPF-table09-04-2019.pdf>

9. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to R&TA/Company. As per latest circular of SEBI, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f. from April 1, 2019. To eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or R&TA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

11. Members/Proxy holders are requested to:-

- bring their copy of Annual Report and Attendance Slip at the venue of the meeting.
- please **carry photo ID card** for identification/ verification purposes.
- note that entry to the hall will be strictly on the basis of admission card which will be provided at the counters of R&TA at the venue, in exchange of duly completed and signed Attendance Slip.
- note that briefcases, mobile phones, bags, helmets, eatables and other belongings **will not be allowed** to be taken inside the venue of the meeting for security purposes and members/ proxy holders will be required to take care of their own belongings.
- note that **no gifts** will be distributed at the Annual General Meeting.
- note that **members present in person or through registered proxy** shall only be entertained.
- note that the Attendance Slip/ Proxy Form should be **signed** as per the specimen signature registered with the R&TA/ DP.
- quote their Folio/ DP & Client Id No. in all correspondences with the R&TA/ Company.

12. Notice of the meeting along with the Route map of the venue is also available at Company's website www.gailonline.com

IMPORTANT COMMUNICATION TO MEMBERS

- As per the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Company may give notice etc., through electronic mode i.e. by e-mail as a text or as an attachment to e-mail or as a notification providing electronic link. Your Company has sent the notification providing electronic link of notice of AGM to entitled members and the same is also hosted on the website of the Company along with Annual Report at www.gailonline.com.

Members who have not yet registered their e-mail id(s) or who want to change their e-mail id are requested to approach their respective DP (for electronic holding) or with R&TA/ Company (for physical holding), so as to receive all communications electronically including annual report, notices, circulars, NACH intimation etc. sent by the Company from time to time.

➤ **Webcasting of the Annual General Meeting**

In terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing one-way live webcast of the proceedings of the Annual General Meeting for the shareholders on 20.08.2019 from 10.30 a.m. onwards till conclusion of AGM. You may access the same at www.evotingindia.com by using your e-voting credentials. The "live streaming" link will be available in shareholder login where the EVSN of Company will be displayed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS

ITEM No.2

Board of Directors, in its 402nd meeting held on 27.05.2019, inter-alia, accorded the approval:

- To recommend the final dividend @ 17.70% (Rs. 1.77 per share) on the existing paid up capital (i.e. Rs. 22,55,07,09,330/-) of the Company for approval of members in Annual General Meeting
- To seek shareholders' approval through postal ballot/Remote e-voting for issue of Bonus Share (1 (one) bonus share of Rs. 10/- for existing 1 (one) equity shares of Rs. 10/- each fully paid up)

As per the Regulatory provisions, the process of issuance of bonus shares needs to be completed within two months of declaration i.e. 27.05.2019. After the issuance of Bonus Shares, the paid-up share capital of the Company has been increased from **Rs. 22,55,07,09,330/-** to **Rs. 45,10,14,18,660/-**. Accordingly the rate of final dividend has changed from 17.70 % (Rs. 1.77 per share to 8.85 % (Rs. 0.885/- per share). Confirmation of shareholders is also sought for the Interim Dividend @ 62.50 % (Rs. 6.25/- per equity share) on the paid-up equity share capital (**Rs. 22,55,07,09,330/-**) of the Company already paid in the month of February, 2019.

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

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

In exercise of the powers conferred by section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India (CAG) appoints Statutory Auditor(s) of the Company. Accordingly, on receipt of communication from CAG regarding appointment of Statutory Auditors, Board of Directors decide and fix the remuneration of Statutory Auditors on the recommendation of the Audit Committee. The remuneration will commensurate with the quantum of work required to be undertaken by the Statutory Auditors, amendment in prevailing Laws & Regulations and in line with audit fees of peer companies.

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.6

Shri A. K. Tiwari was nominated as Director (Finance) on whole-time basis by the President of India vide letter no. CA-31022/1/2017-PNG (90) dated 14.08.2018. He was appointed as an Additional Director & Chief Financial Officer (CFO) w.e.f. 01.12.2018 as per the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company up to the date of this Annual General Meeting. The Board recommends that Shri A. K. Tiwari may be appointed as Director (Finance) and CFO of the Company, liable to retire by rotation on such terms and conditions, remuneration and tenure as may be determined by the President of India/ Government of India from time to time.

The Company has received a notice along with requisite fee from him under section 160 of the Companies Act, 2013, proposing his candidature as Director of the Company.

Qualifications & Experience, date of first appointment on the Board, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards form part of the Notice.

Shri A. K. Tiwari is interested in this resolution to the extent of his appointment as a Director. None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

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.7

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Ramanath Iyer & Co., New Delhi for Northern Region, M/s Bandyopadhyaya Bhaumik & Co., Kolkata for Northern and Eastern Region, M/s A C Dutta & Co., Kolkata for Southern Region, M/s Musib & Company, Mumbai for Western Region Part-I, M/s N.D. Birla & Co., Ahmedabad for Western Region Part-II, M/s Sanjay Gupta & Associates, New Delhi for Central Region as a Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, the Members are requested to ratify the remuneration as approved by the Board, to the Cost Auditors during the financial year 2018-19 for the services rendered by them.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

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.8

As per Regulation 23(4) of SEBI LODR Regulations, 2015, approval of the shareholders through ordinary resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual consolidated turnover of the Company as per last audited financial statements of the Company.

Petronet LNG Limited (PLL) is a joint venture of GAIL and is a related party of the Company as per provision of the Companies Act, 2013 and SEBI LODR Regulations, 2015. GAIL has 12.50 % equity stake in PLL along with Bharat Petroleum Corporation Limited, Oil and Natural Gas Corporation Limited and Indian Oil Corporation Limited as equal partners. GAIL, inter-alia, procures LNG Cargoes and re-gasified Liquefied Natural Gas from PLL and utilizes re-gasification facilities of PLL LNG re-gasification terminal(s) located at Dachej, Gujarat and Kochi, Kerala.

In 34th AGM held on 11.09.2018, shareholders accorded approval for Material Related Party Transactions with Petronet LNG Limited for FY 2018-19 for approx. Rs. 20,625 Crores. However, the actual transactions with PLL for FY 2018-19 amounted to Rs. 21,837.16 crores. Since, the actual amount exceeded the approved amount, the approval of the shareholders is required for the actual amount of transactions with PLL for Rs. 21,837.16 crores. Further, since the expected value of transactions with PLL for FY 2019-20 will be approx. Rs. 20,254 crores, which is likely to be more than 10% of consolidated turnover of the Company for FY 2018-19 (Annual consolidated turnover for FY 2018-19 is Rs. 75,912 crores) accordingly shareholders approval is sought.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

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.9

As per the provisions of the Section 14 of the Companies Act, 2013, any amendment in Articles of Association requires approval of the Shareholders by Special Resolution in the General Meeting.

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Substantive sections of the Companies Act, 2013 which deal with the general working of Company has been notified by Government of India.

As per the Companies Act, 2013, several regulations of the existing Articles of Association (AoA) of the Company require alteration or deletions in several articles and clauses. Given this position, it is considered expedient to replace the existing AoA wholly by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are mostly based on Table 'F' of the Act which sets out the model Articles of Association for a company limited by shares.

Proposed revised set of AoA of the Company as approved by the Board in its Board Meeting held on 12.07.2019 being put up before the shareholders of the Company for their approval by way of passing a Special Resolution.

Proposed revised set of AoA is available for inspection during business hours i.e. between 9:00 a.m. to 6:00 p.m. on all working days up to the date of the Annual General Meeting at the Company's Registered Office [GAIL (India) Limited, GAIL Bhawan, 16, Bhikaiji Cama Place, New Delhi-110066] and copies thereof shall also be made available for inspection at Annual General Meeting venue. Same is also available at Company's website www.gailonline.com.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.



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The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Special Resolution.

ITEM NO.10

Shri Anupam Kulshreshtha was re-appointed as an Independent Director by the President of India vide letter no. -31033/5/2018-CA/FTS-26192 dated 20.11.2018 for a period of one year from the date of completion of his existing tenure i.e. 19.11.2018 or until further orders, whichever is earlier. The Company in its 396th Board Meeting held on 12.12.2018 recommended the re-appointment of Shri Anupam Kulshreshtha, Independent Director for approval of Shareholders by Special Resolution.

The Company has also received a notice under section 160 of the Companies Act, 2013, proposing his candidature as Director of the Company.

Qualifications & Experience, date of first appointment on the Board, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards form part of the Notice.

Shri Anupam Kulshreshtha is interested in this resolution to the extent of his appointment as a Director.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Special Resolution.

ITEM NO.11

Shri Sanjay Tandon was re-appointed as an Independent Director by the President of India vide letter no. - 31033/5/2018-CA/FTS-26192 dated 20.11.2018 for a period of one year from the date of completion of his existing tenure i.e., 19.11.2018 or until further orders, whichever is earlier. The Company in its 396th Board Meeting held on 12.12.2018 recommended the re-appointment of Shri Sanjay Tandon, Independent Director for approval of Shareholders by Special Resolution.

The Company has also received a notice under section 160 of the Companies Act, 2013, proposing his candidature as Director of the Company.

Qualifications & Experience, date of first appointment on the Board, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards form part of the Notice.

Shri Sanjay Tandon is interested in this resolution to the extent of his appointment as a Director. None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Special Resolution.

ITEM NO.12

Shri S K Srivastava was re-appointed as an Independent Director by the President of India vide letter no. - 31033/5/2018-CA/FTS-26192 dated 20.11.2018 for a period of one year from the date of completion of his existing tenure i.e., 19.11.2018 or until further orders, whichever is earlier. The Company in its 396th Board Meeting held on 12.12.2018 recommended the re-appointment of Shri S K Srivastava, Independent Director for approval of Shareholders by Special Resolution.

The Company has also received a notice under section 160 of the Companies Act, 2013, proposing his candidature as Director of the Company.

Qualifications & Experience, date of first appointment on the Board, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards form part of the Notice.

Shri S K Srivastava is interested in this resolution to the extent of his appointment as a Director. The relatives of Shri S K Srivastava may be deemed to be interested in the resolution set out at Item No. 12 of the Notice, to the extent of their shareholding interest, if any, in the Company.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders by way of Special Resolution.

BRIEF RESUME OF THE DIRECTORS, PROPOSED FOR APPOINTMENT/ RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI LODR REGULATIONS, 2015

ITEM NO.3

Shri P.K. Gupta (58 Years) was appointed as a Director (HR) w.e.f. 01.02.2017. He is B.Tech. in Mechanical Engineering from G.B. Pant University of Agriculture & Technology, Pantnagar (UK). He has more than 36 years of rich and diverse experience in Oil & Gas Sector, particularly in Project Execution along with Operation & Maintenance of Natural Gas Pipelines, Gas Processing Units, City Gas Distribution, Natural Gas & Petrochemical Marketing and Human Resources.

Shri Gupta joined GAIL in the year 1985 and since then, has been associated with many prestigious projects of GAIL; starting from project execution of HVJ Pipeline. He has also served successfully as the Head of GPU, Vaghodia.

Shri Gupta has held the position of Managing Director of Mahanagar Gas Limited (MGL), a Joint Venture of GAIL & British Gas, which is in the business of supply of Compressed Natural Gas (CNG) and Piped Natural Gas (PNG) in Mumbai (Maharashtra).

As Executive Director (Training & HRD), Shri Gupta was involved in institutionalizing the Learning & Development in GAIL. He has also actively led many HRD Interventions viz. Senior Management Development Centre (SMDC), Individual Development Plan, Manpower Benchmarking and setting up of a robust Performance Management System.

As Executive Director (Marketing-PC), Shri Gupta steered entire enabling mechanism including processes & systems to prepare GAIL to deal effectively with huge petrochemical capacity additions at Pata in Uttar Pradesh & Lepetkata (BCPL) in Assam.

Shri Gupta is known for his clarity of thoughts, his people centric approach, his communication skills and as a leader who "leads by example".

Shri Gupta holds 533 equity shares of the Company.

Shri Gupta does not have any relation inter-se with other Director(s) of the Company.

Shri Gupta holds the Directorship and Chairmanship/ Membership of Committee(s) of the following other Companies:

S.No.	Name of the Company	Name of the Committee	Position held
1	ONGC Petro-additions Limited	-	-

ITEM NO.4

Shri Gajendra Singh, (59 Years) was appointed as a Director (Marketing) w.e.f. 05.04.2017. He started his career in processing and interpreting of seismic data in upstream Industry, and possesses 33 years of illustrious career in hydrocarbon sector. Shri Singh has been involved in the execution of several prestigious projects of GAIL starting from the HVJ and has held various leadership and strategic positions. Some of these key roles where he has served as the Head of Department include General Manager (Gas Sourcing and Gas Marketing), Executive Director (Operations & Maintenance).

Prior to his appointment as Director (Marketing), Shri Gajendra Singh served as Executive Director (Marketing). He has been responsible in fulfilling GAIL's vision to source and market natural gas from international and domestic sources, to facilitate capacity utilization of pipeline infrastructure, investment in new pipelines, etc. He has been managing company's top line and bottom line through various Zonal offices located across India. He joined GAIL in the Year 1986, having worked in ONGC in 1985.

Shri Singh holds Nil equity shares of the Company.

Shri Singh does not have any relation inter-se with other Director(s) of the Company.

Shri Gajendra Singh holds the Directorship and Chairmanship/ Membership of Committee(s) of the following other Companies:

S.No.	Name of the Company	Name of the Committee	Position held
1	GAIL Global (Singapore) Pte. Ltd	--	--
2	GAIL Gas Limited	--	--
3	Bengal Gas Company Limited	Audit Committee	Chairman
4	Indraprastha Gas Limited	--	--

ITEM NO.6

Shri A. K. Tiwari (58 Years) joined the Board of GAIL (India) Ltd. as Director (Finance) on 1st December, 2018. Before assuming charge as Director (Finance), Shri Tiwari was the Officer on Special Duty & Executive Director (Finance) in GAIL and was head of the Finance & Accounts Department.

A Cost Accountant by profession, Shri Tiwari has more than 35 years of rich experience in the areas of Project Finance, Corporate Finance, Taxation, Treasury, Corporate Accounts, Capital Budgeting, Finalization of EPC Contracts, etc. Shri Tiwari was in charge of Project Finance at GAIL for handling the ongoing prestigious project Jagdishpur - Haldia & Bokaro-Dhamra Pipeline, popularly known as Pradhan Mantri Urja Ganga.

Besides serving a long tenure at GAIL, Shri Tiwari has served as CFO, Brahmaputra Cracker and Polymer Limited (BCPL) during its formative years. During his tenure at BCPL, he was actively involved in Project Handling, Project Finance and Contract Finalization for construction of the Project. He is also actively involved in interactions with Investors and Analysts fraternity. He is an active member of the Institute of Cost Accountants of India and The Institute of Directors.

An avid reader and poet by nature, he has also served in National Thermal Power Corporation (NTPC), Satluj Jal Vidyut Nigam Limited (SJVN) and Cawanpore Chemicals.

Shri Tiwari holds 293 equity shares of the Company.

Shri Tiwari does not have any relation inter-se with other Director(s) of the Company.

Shri Tiwari holds the Directorship and Chairmanship/ Membership of Committee(s) of the following other Companies:

S.No.	Name of the Company	Name of the Committee	Position held
1	Green Gas Limited	--	--
2	GAIL Gas Limited	Audit Committee	Chairman
3	Ratnagiri Gas and Power Pvt. Ltd.	Audit Committee	Chairman
4	GAIL Global (USA) Inc.	--	--
5	GAIL Global (USA) LNG LLC	--	--

ITEM NO.10

Shri Anupam Kulshreshtha (61 Years) was re-appointed as an Independent Director w.e.f.20.11.2018 for a period of one year from the date of completion of his existing tenure i.e., 19.11.2018 or until further orders, whichever is earlier.

He is M.Sc. (Phy), MBA, LL.B., CISA, CISM, CRISC. He retired as the Dy. Comptroller and Auditor General of India in March, 2012. In a long and distinguished career spanning nearly four decades, he held senior positions with the Supreme Audit Institution of India as well as with the Government of India and also Internationally.

He worked as Assistant Auditor General with the Government of Botswana for 5 years and as a World Bank Consultant to the Auditor General, Nepal for over one year. Presently, a visiting faculty with the National Institute of Financial Management (NIFM), Faridabad; he has earlier taught at the Faculty of Management Studies, Delhi University.

He has experience in working with the International Organisations having audited UNEP and also having worked with the IT Audit Committee of INTOSAI.

He has long experience in training; as a faculty member for 5 years at the Lal Bahadur Shastri National Academy of Administration, Mussoorie, as Director, National Academy of Audit and Accounts, Shimla, as Director General, International Center for Information Systems and Audit, Noida and as Director, NIFM, Faridabad. He was invited by the Auditor General, Maldives to train their officers for a duration of two weeks.

He has been widely known as an expert in Information Technology Audit. He possesses three certifications from ISACA (Information Systems Audit and Control Association), Chicago; namely Certified in Risk and Information Systems Control (CRISC), Certified Information Security Manager (CISM) and Certified Information Systems Auditor (CISA). He has contributed many articles in various professional journals.

Shri Kulshreshtha holds Nil equity shares of the Company.

Shri Kulshreshtha does not have any relation inter-se with other Director(s) of the Company.

Shri Kulshreshtha does not hold the Directorship and Chairmanship/ Membership of Committee(s) of the other Companies.

ITEM NO.11

Shri Sanjay Tandon (56 Years) was re-appointed as an Independent Director w.e.f. 20.11.2018 for a period of one year from the date of completion of his existing tenure i.e., 19.11.2018 or until further orders, whichever is earlier.

Shri Tandon is a qualified Chartered Accountant and Cost Accountant having an experience of over thirty years. He is heading Competent group of companies having verticals like- Accounting, Auditing, Consulting, Stock Broking, Commodity Broking, Insurance Broking, BPO services, Software products, and Co-working spaces and employing more than 4000 employees. In addition to aforesaid, the group also carries out many social service activities through their NGO Competent Foundation which works on the motto - Help Ever, Hurt Never.

Shri Tandon served as Director in State Bank of Hyderabad, National Hydroelectric Power Corporation and as Member on various bodies/ Committees viz. 'Human Resource Development for IT/ ITES'; Information and Communication Technology Corporation; Government of Punjab; Board of Studies in Human Rights & Duties; Punjab University, Chandigarh; State Task Force; ICAI, Chandigarh; Banking and Insurance Committee of PHD Chambers of Commerce; Board of Finance & Syndicate; Punjab University; Standing committee of Administrator's Advisory Council on Law and order, Chandigarh Administration. Presently, he is holding the position of Director on the Board of GAIL (India) Ltd. & Rockman Industries Limited and as a Member of Administrator's Advisory Council, Chandigarh Administration; Bharat Vikas Parishad, Chandigarh; Standing Committee of Administrator's Advisory Council on Traffic Management, Chandigarh Administration (Chairperson); DAV Management Committee Pratinidhi Sabha; Punjab University (Senate Member); UT Cricket Association, Chandigarh (President); Advisory Committee of Home Minister on UT Chandigarh.

He along with his wife, has authored several books titled Sunrays for Sunday, Sunrays for Monday, Sunrays for Tuesday, Sunrays for Wednesday, Sunrays for Thursday, Sunrays for Friday, and Sunrays for Saturday. The first three books have also been published in Hindi and the first two in Telugu as well.

Shri Tandon holds Nil equity shares of the Company.

Shri Tandon does not have any relation inter-se with other Director(s) of the Company.

Shri Tandon holds the Directorship and Chairmanship/ Membership of Committee(s) of the following other Companies:

S.No.	Name of the Company	Name of the Committee	Position held
1	Rockman Industries Limited	Audit Committee	Member
2	Competent Synergies Pvt. Ltd.	-	-
3	Stan Professionals Private Limited	-	-

ITEM NO.12

Shri S K Srivastava (65 Years) was re-appointed as an Independent Director w.e.f. 20.11.2018 for a period of one year from the date of completion of his existing tenure i.e., 19.11.2018 or until further orders, whichever is earlier.

He is a 1978 batch IAS officer, superannuated as Secretary to the Government of India, Ministry of Coal. He holds a Master's Degree in Political Science from Allahabad University. He has done advance diploma in Management in Finance. During his service career of over 36 years, he has held various assignments with the Government of India and the State of Assam/ Meghalaya specially in the areas of industries, power, labour and mines. He has also served as Special Secretary, Ministry of Mines; Government of India and Principal Secretary, Government of Assam.

He served as Joint Secretary/ Additional Secretary, Ministry of Labour & Employment. He was coordinating all works connected with the International Labour Organisation. He was India's Sherpa for the preliminary negotiations meeting held in Washington of the G20 Countries for the Labour Ministers' Conference. He looked after child labour, social security and occupational safety & health. He attended meetings of the International Labour Conference (tri-annual) of International Labour Organisation (ILO) and ILO Governing body meetings every year from 2006-2010. He was member of the Indian delegation to New York to attend the meeting of UN Committee on Convention on the Elimination of All Forms of Discrimination against Women (CEDAW).

He was the Chairman of the Expert Committee of the Employees' Pension Schemes, Chairman of the Committee on amendments in the Coal Mines Regulation, 1957 and Oil Mines Regulation, 1984.

He participated in the official bilateral negotiations in the sphere of industrial cooperation with the delegations from France, Italy, Bulgaria, China, Japan, Germany, USA, Bangladesh, Cyprus, etc. Represented Ministry of Industry, Government of India, in the joint commission meetings with France, European Union, Italy, Bulgaria, Cyprus and Bangladesh.

Shri Srivastava holds Nil equity shares of the Company.

Shri Srivastava does not have any relation inter-se with other Director(s) of the Company.

Shri Srivastava does not hold the Directorship and Chairmanship/ Membership of Committee(s) of the other Companies

INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to the Regulation 44 of the SEBI LODR Regulations, 2015; Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in the Notice convening the 35th Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of Depository viz. Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The remote e-voting facility is available at the link www.evotingindia.com. Please read the instructions printed below before exercising your vote.

The remote e-voting period commences on **Friday, 16th August, 2019 (9:00 am) (IST) and ends on Monday, 19th August, 2019 (5:00 pm) (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Tuesday, 13th August, 2019**, only shall be entitled to avail the facility of remote e-voting/ polling slips.



GAIL (INDIA) LIMITED

Members may opt only one mode for voting i.e. either by remote e-voting or vote at AGM. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

The facility for voting through polling slip shall be made available at the Meeting for the members attending the Meeting who have not cast their vote by remote e-voting. If a member opts for remote e-voting, then member/ proxy holder is/ are not entitled to vote at the AGM. However, in case member(s) cast their vote both via remote e-voting and at AGM also, then voting done through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid. Once the vote on a resolution is cast by the member electronically, the member shall not be allowed to change it subsequently.

STEPS FOR REMOTE E-VOTING

A) The instructions for shareholders' voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on Shareholders/ Members
- (iii) Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and have voted earlier on www.evotingindia.com for any Company, then your existing login ID and password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form & Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat members as well as physical members).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>If both the details are not recorded with the depository or Company, please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iii) above.</p>

- After entering these details appropriately, click on "SUBMIT" tab.
 - Members holding shares **in physical form** will then reach directly to the Company selection screen. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - However, members holding shares **in electronic form** will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. Please take utmost care to keep your password confidential.
- (vii) Members holding multiple demat accounts/ folios shall choose the voting process separately for each demat account/ folio.
 - (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (ix) On the voting page, you will see resolution description and against the same, the option "Yes/No" for voting. Select the option Yes or No as desired. The option Yes implies that you assent to the Resolution and option No implies that you dissent to the Resolution.

- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolution(s).
- (xi) After selecting the resolution which 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) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If demat account holder has forgotten the changed login password, then enter the user ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- (xv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvi) Note for non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case of any queries or issues regarding remote e-voting, members may also refer '**Frequently Asked Questions (FAQs)**' and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact CDSL at 1800225533.
- (xviii) Members who could not cast their vote electronically, can cast their vote at the Annual General Meeting.
- (xix) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-voting.

B) General Instructions:

- a. The voting rights of members shall be in proportion to their shares to the paid up equity share capital of the Company as on the cut-off date i.e. **Tuesday, 13th August, 2019**. Members may cast their votes separately for each business to be transacted in the Annual General Meeting and may also elect not to vote on some resolution.
- b. Based on the consent received from Shri Sachin Agarwal, Practicing Company Secretary (Membership No. 5774), Board has appointed him as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Board of Directors has appointed the Company Secretary as the person responsible for remote e-voting process.
- c. After the conclusion of the Poll at the AGM, the Chairperson will declare the AGM as closed. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and will prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than 48 hours of the conclusion of the AGM. The said report will be countersigned by the Chairman or a person authorized by him in writing and declare the result of the voting forthwith.
- d. The results declared along with the Scrutinizer's Report will be hosted on the Company's website www.gailonline.com and on the website of CDSL e-voting. The results shall simultaneously be communicated to the Stock Exchanges(s).
- e. The results will also be displayed on the Notice Board of the company at its Registered Office.

ATTENDANCE SLIP

GAIL (INDIA) LIMITED

Registered Office: 16, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066
CIN: L40200DL1984GOI018976 **Website:** www.gailonline.com **E-mail:** shareholders@gail.co.in
Phone: 011-26182955, **Fax:** 011-26185941

Folio No./DP & Client ID :

No. of Shares :

Name :

Father's Name :

Address :

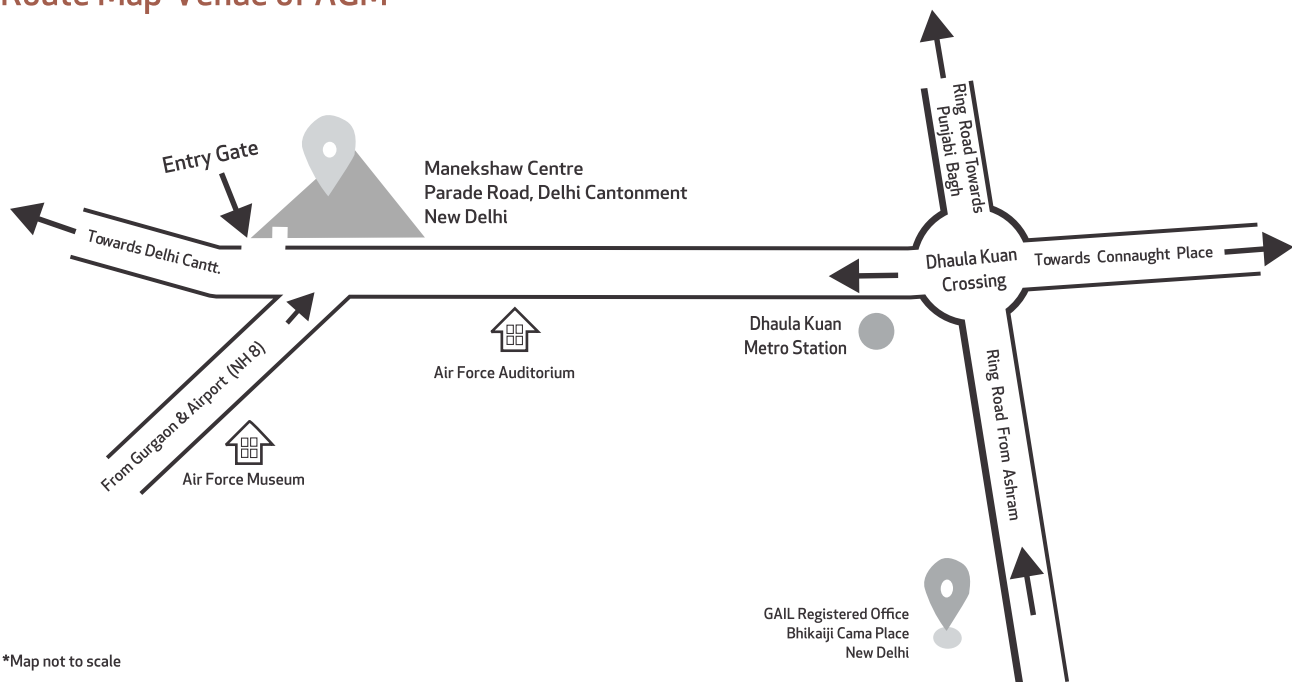
I hereby record my presence at the **Thirty- Fifth Annual General Meeting** of the members of GAIL (India) Limited on **Tuesday, the 20th day of August, 2019** at **10:30 a.m.** at **Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi 110010.**

Signature of Shareholder/ Proxy holder

NOTES:

1. The attendance slip should be signed as per the specimen signature registered with the R&TA/ Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the R&TA counter(s) at the venue against which R&TA will provide admission card. Entry to the hall will be strictly on the basis of admission card as provided by R&TA. Members in person and proxy holders may **please carry photo-ID card for identification/ verification purposes.**
2. Member(s) present in person or through registered proxy shall only be entertained.
3. Briefcase, mobile phone(s), bag(s), eatables, helmets and other belongings **will not be allowed** to be taken inside the venue of the meeting for security purposes and member(s)/ proxy holder(s) will be required to take care of their belonging(s).
4. **No gifts** will be distributed at the Annual General Meeting.

Route Map-Venue of AGM



PROXY FORM

GAIL (INDIA) LIMITED
Registered Office: 16, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066
CIN: L40200DL1984GO1018976 **Website:** www.gailonline.com **E-mail:** shareholders@gail.co.in
Phone: 011-26182955, **Fax:** 011-26185941

Name of the shareholder(s):

Folio No./DP ID & Client ID:

Registered address:

E-mail ID:

I/ We, being the member(s) ofshares of GAIL (India) Limited, hereby appoint:

1) of having e-mail idor failing him

2) of having e-mail id or failing him

3) of having e-mail id

and whose signature(s) are appended below, as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the **Thirty- Fifth Annual General Meeting** of the members of GAIL (India) Limited which will be held on **Tuesday, the 20th day of August, 2019** at **10:30 a.m.** at **Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi- 110010** and at any adjournment thereof in respect of such resolutions as are indicated below:-

S. No.	Resolution	Vote	
		For	Against
ORDINARY BUSINESS			
1	Adoption of audited Financial Statements and audited consolidated financial statements of the Company for the year ended 31st March, 2019 and Report of the Board of Directors and Auditors		
2	Approval of Final Dividend for the financial year ended 31st March, 2019 and to confirm the payment of Interim Dividend already paid in February, 2019		
3	Appointment of Shri P K Gupta, who retires by rotation, and being eligible, offers himself for re-appointment		
4	Appointment of Shri Gajendra Singh, who retires by rotation, and being eligible, offers himself for re-appointment		
5	Authorization to the Board of Directors to fix the remuneration of the Joint Statutory Auditors for FY 2019-20		
SPECIAL BUSINESS			
6	Approval for appointment of Shri A. K. Tiwari as Director (Finance) and CFO, liable to retire by rotation		
7	Approval for ratification of remuneration of the Cost Auditors for FY 2018-19		
8	Approval for Material Related Party Transactions with Petronet LNG Limited for FY 2019 -20		
9	Amendment in the Articles of Association of the Company		
10	Re-Appointment of Shri Anupam Kulshreshtha (DIN - 07352288), Non-Official Part-Time (Independent) Director of the Company		
11	Re-Appointment of Shri Sanjay Tandon (DIN - 00484699), Non-Official Part-Time (Independent) Director of the Company		
12	Re-Appointment of Shri S K Srivastava (DIN - 02163658), Non-Official Part-Time (Independent) Director of the Company		

Signed this..... day of..... 2019

**Affix
Revenue
Stamp
Re.1/-**

Signature of Proxy holder(s)

First

Second

Third

Signature of Shareholder

NOTES:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, **not less than 48 hours** before the commencement of the meeting.
- The Proxy Form should be signed across the stamp as per specimen signature registered with the R&TA/ Depository Participant (DP).
- Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.