



## NOTICE

NOTICE is hereby given that the **Twenty-seventh Annual General Meeting** of the members of **GAIL (India) Limited** will be held on **Wednesday, the 7<sup>th</sup> day of September, 2011 at 10.30 a.m. at Air Force Auditorium, Subroto Park, New Delhi- 110010**, to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2011, Profit & Loss Account for the year ended 31<sup>st</sup> March, 2011, Directors' Report, Auditors' Report and the comments thereupon of Comptroller & Auditor General of India.
2. To declare final dividend @55% (₹ 5.5/- per share) on the paid-up equity share capital of the Company for the year ended 31<sup>st</sup> March, 2011 as recommended by the Board and confirm the interim dividend of 20% (₹ 2/- per share) already paid in the month of December, 2010.
3. To appoint a Director in place of Shri R.D. Goyal, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Apurva Chandra, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Mahesh Shah, who retires by rotation, and being eligible, offers himself for re-appointment.
6. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of section 224(8)(aa) of the Companies Act, 1956 and to pass the

following resolution, with or without modification(s), 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 Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the FY 2011-12, as may be deemed fit by the Board."

### SPECIAL BUSINESS

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

- 7 **"RESOLVED THAT** in accordance with the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Shri S. Venkatraman, who was appointed as an Additional Director w.e.f. 25.09.2010, pursuant to the provisions of section 260 of the Companies Act, 1956, by the President of India vide letter No. C-31022/4/2009-CA dated 25.09.2010, be and is hereby appointed as a Director (Business Development) 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 from time to time."
- 8 **"RESOLVED THAT** in accordance with the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Shri Arun Agarwal, who was appointed as an Additional Director w.e.f. 24.02.2011, pursuant to the provisions of section 260 of the Companies Act, 1956, by the President of India vide letter No. C-31024/27/06-CA (Part) dated 24.02.2011 be and is hereby

appointed as a Director of the Company, liable to retire by rotation."

- 9 **"RESOLVED THAT** in accordance with the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Shri P.K. Jain, who was appointed as an Additional Director w.e.f. 01.03.2011, pursuant to the provisions of section 260 of the Companies Act, 1956, by the President of India vide letter No. C-31022/1/2009-CA dated 28.02.2011, be and is hereby appointed as a Director (Finance) 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 from time to time."

**By order of the Board**  
**Sd/-**  
**(N.K. Nagpal)**  
**Company Secretary**

**Place : New Delhi**  
**Date : July 18, 2011**

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT 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 WITH THE NOTICE).**
2. The Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 in respect of the Special Business is annexed herewith.
3. A brief resume of the Director(s) proposed for appointment/re-appointment as mandated in Clause 49 of the Listing Agreement is annexed with the Notice.
4. The documents referred in the accompanying Notice and Explanatory Statement thereto, are open for inspection by members, at the Registered Office of the Company during office hours i.e. between 11:00 a.m. and 1:00 p.m., on all working days, except Saturday(s), Sunday(s) and holiday(s), upto the date of the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, the 20<sup>th</sup> August, 2011 to Wednesday, the 7<sup>th</sup> September, 2011 (both days inclusive)** to determine the entitlement of the final dividend @55% (₹ 5.5/- per share), if so, approved by the members of the Company at the aforesaid AGM. The Company had already paid interim dividend @ 20% (₹ 2/- per share) in the month of December, 2010. The said final dividend after declaration at the said AGM, will be paid to those eligible members whose name(s) appear:-
  - a) 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 **20<sup>th</sup> August, 2011**; and
  - b) 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 said purpose.
6. As per SEBI circular dated May 20, 2009 issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/ transmission of shares in physical form. Therefore, the transferee(s)/ legal heir(s) are required to furnish a copy of their PAN to the Registrar & Share transfer Agent of the Company.
7. Members holding shares in multiple folios in **physical mode** are requested to apply for consolidation to the R&TA/Company along with relevant Share Certificates. **R&TA is not processing the remat request(s), unless involved conversion of entire shareholding held in demat mode.**
8. 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 the said behalf in lieu of such warrant(s). Unclaimed/unpaid final dividend for FY 2003-04, which is due for transfer to IEPF, should be claimed by the members **before 29<sup>th</sup> September, 2011**. After that date, no claim shall lie against the Fund/Company, in respect of the said amount.
9. Regarding modalities of dividend viz. change of address/dividend mandate/bank details, members are requested to refer "Dividend" section of Report on Corporate Governance and may also visit Company's website at **www.gailonline.com**, 'Investor Zone' section for further reference. The Company/R&TA has designated an exclusive e-mail ID viz. **investorqueries@gail.co.in** and **admin@mcsdel.com** to facilitate investors to register their complaints, if any.
10. Members are requested to:-
  - i) bring their copy of Annual Report and Attendance Slip at the venue of the meeting.
  - ii) quote their Folio/DP & Client Id No. in all correspondences with the R&TA/ Company.
  - iii) 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 shareholders/proxy holders will be required to take care of their belongings.
- iv) note that **no gifts** will be distributed at the Annual General Meeting.
- v) note that **shareholders present in person or through registered proxy** shall only be entertained.
- vi) note that in case of **joint holders** attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- vii) note that the attendance slip/proxy form should be **signed** as per the specimen signature registered with the R&TA /Depository Participant (DP).
- viii) please **carry photo ID card** for identification/verification purposes including **Proxy holders**.
- ix) note that entry to the hall will be strictly on the basis of the admission card, which will be provided at the counters of R&TA at the venue, in exchange for duly completed and signed Attendance Slip.
11. To implement the Green initiatives launched by the Government by allowing paperless compliances by the Companies, which will benefit the society at large through reduction in paper consumption, contribution towards a Greener Environment and also ensure prompt receipt of communication and avoid loss in postal transit, Company may send documents to Shareholders viz. postal ballot notice, General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. in **electronic form** to the **e-mail id** as noted in the records of their DP or details as furnished by the Depositories viz. viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).  
Shareholders who have not yet registered/ updated their e-mail ID may notify the same to the following:
  - (i) if shares are held in **electronic mode**, to their Depository Participant (DP).
  - (ii) if shares are held in **physical mode**, to the Company and/or R&TA



**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**

**ITEM NO. 7**

Shri S. Venkatraman was appointed as Director (Business Development) on whole-time basis by the President of India vide letter No. C-31022/4/2009-CA dated 25.09.2010 till the date of his superannuation or until further orders, whichever event occurs earlier. He was inducted as an Additional Director, till the conclusion of this Annual General Meeting. The Board recommends that Shri S. Venkatraman may be appointed as a Director, liable to retire by rotation.

The Company has received a notice along with requisite fee from a member under section 257 of the Companies Act, 1956, proposing the candidature of Shri S. Venkatraman as a Director of the Company.

Your Directors recommend the resolution for approval of the members.

Shri S. Venkatraman is interested in this resolution to the extent of his appointment as a Director (Business Development). No

other Director of the Company is concerned/ interested in the proposed resolution.

**ITEM NO. 8**

Shri Arun Agarwal, part-time non-official (Independent) Director was nominated by the President of India vide letter No. C-31024/27/06-CA (Part) dated 24.02.2011, as a Director on the Board of Directors of the Company w.e.f. 24.02.2011. He was inducted as an Additional Director, till the conclusion of this Annual General Meeting. The Board recommends that Shri Arun Agarwal may be appointed as a Director, liable to retire by rotation.

The Company has received a notice along with requisite fee from a member under section 257 of the Companies Act, 1956, proposing the candidature of Shri Arun Agarwal as Director of the Company.

Your Directors recommend the resolution for approval of the members.

Shri Arun Agarwal is interested in this resolution to the extent of his appointment as a Director. No other Director of the Company is concerned / interested in the proposed resolution.

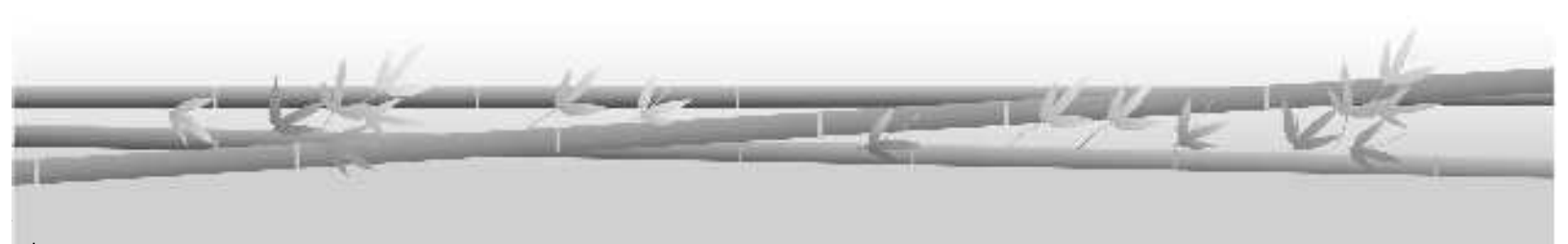
**ITEM NO. 9**

Shri P.K. Jain was appointed as Director (Finance) on whole-time basis by the President of India vide letter No. C-31022/1/2009-CA dated 28.02.2011 till the date of his superannuation or until further orders, whichever event occurs earlier. He was inducted as an Additional Director, till the conclusion of this Annual General Meeting. The Board recommends that Shri P.K. Jain may be appointed as a Director, liable to retire by rotation.

The Company has received a notice along with requisite fee from a member under section 257 of the Companies Act, 1956, proposing the candidature of Shri P.K. Jain as a Director of the Company.

Your Directors recommend the resolution for approval of the members.

Shri P.K. Jain is interested in this resolution to the extent of his appointment as a Director (Finance). No other Director of the Company is concerned/ interested in the proposed resolution.



**PURSUANT TO THE PROVISIONS OF CLAUSE 49 OF THE LISTING AGREEMENT, A BRIEF RESUME OF THE DIRECTORS, PROPOSED FOR APPOINTMENT/ RE-APPOINTMENT IS GIVEN BELOW**

**ITEM NO. 3**

Shri R.D. Goyal is a Bachelor in Mechanical Engineering from MITS, Gwalior and a Master in Production Engineering from University of Roorkee (now IIT), Roorkee. Shri Goyal has a career spanning more than three decades in Hydrocarbon industry. Prior to becoming Director (Projects), Shri Goyal served the company as Executive Director (Projects) and spearheaded the task of concurrent implementation of some of the major cross country gas pipeline projects such as Dahej- Vijaipur, Vijaipur- Dadri, Dadri- Bawana- Nangal, Chainsa – Jhajjar- Hissar Pipelines stretching over 2200 Km and installation of four compressor stations at Jhabua, Vijaipur, Kailaras and Chainsa.

After joining GAIL in 1990, Shri Goyal has held several key positions and some of the initial assignments include construction and commissioning of the twin LPG extraction plants at Vijaipur and Jamnagar – Loni Cross Country LPG Pipeline. After a brief stint as the Head of Zonal Marketing Office at Jaipur, he was entrusted with the charge of running the HVJ-GREP pipeline networks in addition to the LPG plants at Vijaipur. The Dahej- Vijaipur pipeline (DVPL) to evacuate LNG from Dahej was completed during the period with Shri Goyal playing an important role in its timely commissioning. He thereafter became Executive Director (Exploration & Production).

Shri Goyal has served the Fertilizer and Petroleum Sectors in various capacities at different locations. Shri Goyal started his career as Graduate Apprentice with National Fertilizers Ltd. and rose the corporate ladder swiftly. He was also involved in the commissioning of the first gas based fertilizer plant on the Hazira-Vijaipur-Jagdishpur Pipeline at NFL, Vijaipur.

Shri Goyal holds 300 equity shares of the Company.

Shri Goyal holds the Directorship and chairmanship of Committee(s) of the following other Companies:

S.No.	Directorship	Chairmanship/Membership
1.	Ratnagiri Gas & Power Private Limited	Audit Committee (Member)

**ITEM NO. 4**

Shri Apurva Chandra, Joint Secretary, Ministry of Petroleum & Natural Gas, Government of India, is an IAS Officer from Maharashtra Cadre (1988). He has done Diploma in Business Finance from ICFAI and B.Tech (Civil Engineering) and M.Tech (Structural Engineering) from IIT, Delhi.

During his IAS career spanning over two decades, he has worked on various assignments in Government of India and Government of Maharashtra. He has contributed a lot in all the areas that he has served as Controller of Rationing of Mumbai and Commissioner, Sugar in Maharashtra and was responsible for the operations of the crucial sugar sector in Maharashtra. He was actively involved in the process of leasing of sick cooperative mills, co-generation of power from bagasse and production of ethanol for the bio-fuel programme.

Shri Chandra does not hold any equity shares of the Company.

Shri Chandra holds the Directorship and chairmanship/membership of Committee(s) of the following other Companies:

S.No.	Directorship	Chairmanship/Membership
1.	Petronet LNG Limited	Nil

**ITEM NO. 5**

Shri Mahesh Shah, reckoned as a powerful figure in the contemporary financial sector of India, has successfully dealt with various companies and industrial houses in the area of asset funding, arranging institutional finance, project evaluation, acquisition, merger, corporate advisory services, investment etc as the director of Inter Corporate Financiers & Consultants Ltd, - SEBI Authorized Category I Merchant Banker.

He has well represented leading industrial and trade bodies-both on regional and national level such as the Indian Chamber of Commerce, Bharat Chamber of Commerce, Calcutta Chamber of Commerce, CII, FICCI, ASSOCHAM etc. and he was a member of advisory committee constituted by the Institute of Chartered Financial Analysts (ICFAI). He was also the member of the technical group for the Depository System appointed by Ministry of Finance and member of review committee for reviewing MRTF Act, Companies Act, Chartered Accountants Act, Companies Secretaries Act, Cost and Works Accountants Act appointed by Ministry of Law, Government of India. He has also represented ICSI and ICWAI in various official delegations/meetings conducted from time to time with various Ministries including the Ministry of Finance and other regulatory bodies such as RBI, SEBI, Stock Exchanges, CBDT, CBEC etc. relating to the development in the Economy and Capital Markets.

Shri Shah is a qualified Chartered Accountant, Cost Accountant, Company Secretary along with a degree in Law and Business Management. He is the Past President of The Institute of Company Secretaries of India, The Institute of Cost & Works Accountants of India, and has been a Past member of Accounting Standard Board of ICAI, Past member of Compliance Committee, member of Executive Committee of International Federation of Accountant (IFAC), Confederation of Asian and Pacific Accountants (CAPA) and South Asian Federation of Accountants(SAFA).

Shri Shah does not hold any equity shares of the Company.

Shri Mahesh Shah holds the Directorship and chairmanship/ membership of Committee(s) of the following other Companies:

S.N.	Directorship	Chairmanship/Membership
1.	Kitply Industries Limited	Audit Committee (Member)
2.	Inter Corporate Financiers & Consultants Limited	Nil
3.	MSV Share & Stock Brokers Limited	Nil

**ITEM NO. 7**

Shri S. Venkatraman has done B.Sc. (Physics) from University of Madras, Madras in 1973. In 1976, he completed Diploma in Instrumentation from Madras Institute of Technology, Madras and thereafter Diploma in Management from All India Management Association, New Delhi in



1989. He started his career in 1976 with Instrumentation Ltd., Kota and worked there at various levels till December 1990.

Shri Venkatraman is in charge of GAIL's Business Development, Project Development, Petrochemical operations, Exploration & Production and global ventures of the Company.

He joined GAIL as Manager in December 1990 and served at various levels across different departments including Business Development, Marketing and Projects. Prior to his assignment as Executive Director (BD), he was in-charge of Marketing for various products of GAIL including natural gas, petrochemicals, liquid hydrocarbons and telecom bandwidth at Ahmedabad Zonal Office. He also headed the Petrochemicals Marketing Department at Corporate Office as General Manager (Marketing). He was part of the core team that worked on the development and implementation of GAIL's first gas based petrochemical complex right from its conceptualisation to commissioning.

Shri Venkatraman holds 300 equity shares of the Company.

Shri Venkatraman holds the Directorship and chairmanship/membership of Committee(s) of the following other Companies:

S.No.	Directorship	Chairmanship/ Membership
1.	Green Gas Limited	Nil
2.	GAIL China Gas Global Energy Holdings Limited	
3.	Brahmaputra Cracker & Polymer Limited	
4.	Fayum Gas, Egypt	
5.	Shell CNG, Egypt	
6.	NATGAS, Egypt	
7.	ONGC Petro-additions Limited	

#### ITEM NO. 8

Shri Arun Agarwal is a graduate in commerce and a Fellow member of the Institute of Chartered Accountants of India. In a professional career spanning over 27 years, he has rendered services in the field of audit, consultancy in company law matters, income tax matters, service tax and other fiscal laws to various Public Sector Companies, Public Sector Banks, Co-operative Sector, Private Sector Companies and other forms of business establishments.

Shri Agarwal had represented as member of Professional Development Committee and Audit & Accounting Standard Board of the Institute of Chartered Accountants of India. He was appointed as Director on the board of Small Industries Development Bank of India by Govt of India. He is associated with various charitable societies, NGOs as consultant, adviser, auditor and member of the executive committees.

Shri Agarwal took part in various professional discussions and represented many national level conferences, also participated actively and contributed at conferences/seminars for development of professional knowledge and skill.

Shri Agarwal does not hold any equity shares of the Company.

Shri Agarwal holds the Directorship and chairmanship/membership of Committee(s) of the following other Companies:

S.No.	Directorship	Chairmanship/Membership
1.	Shivang Helmets Pvt. Ltd.	Nil
2.	Taurus Portfolios Ltd.	Nil
3.	Interlink Petroleum Ltd.	Audit Committee (Member), Share-holders Grievance Committee (Member)
4.	Catalyst Media Pvt. Ltd.	Nil
5.	State Bank of Patiala	Nil

#### ITEM NO. 9

Shri P.K. Jain is a Chartered Accountant and an MBA in Finance from the University of HULL, United Kingdom. Shri Jain has an experience of over 33 years in Finance and Accounts and worked as Executive Director (Internal Audit) before joining as Director (Finance).

Shri Jain has wide exposure and expertise in the area of financial and treasury management and was involved in restructuring of loan portfolio, raising funds at competitive rates through various sources including bonds (domestic/International), ECB, ECA and Term Loans to have the optimal cost of capital. He also has a rich experience in the area of project evaluation, financial appraisal of projects and headed finance team during execution of major projects of GAIL like pipelines, petrochemicals, E&P, Pricing, Tariff Determination, Risk Management and Internal audit. He has extensively travelled internationally and has represented the company in different road shows for IPO/Disinvestment.

In GAIL, Shri Jain has been involved in various specialized areas including mergers and acquisitions with due-diligence exercises of overseas ventures, finalization of LNG Purchase agreement from Ras Gas, Qatar for Petronet LNG Ltd. (Joint Venture of GAIL), Farm-in of two overseas E&P blocks, business model of petrochemical business, etc.

He joined GAIL in 1986 in the early stages of the company and has immensely contributed to the growth of the company. Before joining GAIL, Sh. Jain had served different companies like ONGC Ltd. and Union Bank of India in various capacities.

Shri Jain holds 45 equity shares of the Company.

Shri Jain holds the Directorship and chairmanship/membership of Committee(s) of the following other Companies:

S.No.	Directorship	Chairmanship/Membership
1.	GAIL Gas Limited	Audit Committee (Member)
2.	Brahmaputra Cracker & Polymer Limited	Audit Committee (Chairman)
3.	GAIL China Gas Global Energy Holdings Limited	Nil
4.	GAIL Global (Singapore) Pte Limited	Nil
5.	China Gas Holdings Limited	Nil



ATTENDANCE SLIP

## GAIL (INDIA) LIMITED

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

Folio No. /DP & Client ID : No. of Shares :  
 Name : Father's Name :  
 Address :

I hereby record my presence at the **Twenty-seventh Annual General Meeting** of the Company to be held on **Wednesday, the 7<sup>th</sup> day of September, 2011** at **10.30 a.m.** at **Air Force Auditorium, Subroto Park, 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 Slips 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. Shareholder(s) present in person or through registered proxy shall only be entertained.
3. Briefcase, mobile phone, bag, eatables, helmets and other belongings **will not be allowed** to be taken inside the venue of the meeting for security purposes and shareholder(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.

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PROXY FORM

## GAIL (INDIA) LIMITED

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

I/We ..... of ..... being a member of GAIL (India) Limited hereby appoint ..... of ..... or failing him ..... of ..... or failing him ..... of ..... as my/our proxy, in my/our absence to attend and vote for me/us and on my/our behalf at the **Twenty-seventh Annual General Meeting** of the Company to be held on **Wednesday, the 7<sup>th</sup> day of September, 2011** at **10.30 a.m.** at **Air Force Auditorium, Subroto Park, New Delhi- 110010** or at any adjournment thereof.

Folio No. /DP & Client ID : No. of Shares :  
 Name : Father's Name :  
 Address :

Signed this ..... day of ....., 2011

## NOTES :

1. The Proxy in order to be effective must be deposited at the Registered Office of the Company duly completed, stamped and signed, not less than 48 hours before the scheduled time of the Annual General Meeting.
2. The Proxy Form should be signed across the stamp as per specimen signature registered with the R&TA/Depository Participant (DP).

Affix  
Revenue  
Stamp  
₹ 1/-

Signature