



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-Fourth Annual General Meeting of the members of GAIL (India) Limited will be held on Tuesday, the 11th day of September, 2018 at 10:30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010 to transact the following business(s):-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements and audited Consolidated Financial Statements for the financial year ended 31st March, 2018, 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 Statement for the financial year ended 31st March, 2018, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted"

2. To declare final dividend @ 14.40% (Rs.1.44/- per equity share) on paid-up equity share capital of the Company (Rs. 2,255.07 crores) for the financial year ended 31st March, 2018 as recommended by the Board and to confirm the payment of interim dividend @ 76.5% (Rs.7.65/- per equity share) on then paid-up equity share capital of the Company (Rs. 1,691.30 crores) already paid in the month of January, 2018 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 @ 14.40% (Rs.1.44/- per equity share) on paid-up equity share capital of the Company (Rs. 2,255.07 crores) for the financial year ended 31st March, 2018 as recommended by the Board and to confirm the payment of Interim Dividend @ 76.5% (Rs.7.65/- per equity share) on then paid-up equity share capital of the Company (Rs. 1,691.30 crores) as approved by the Board and already paid in January 2018"

3. To appoint a Director in place of Shri Subir Purkayastha, 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 Subir Purkayastha (DIN- 06850526) be and is hereby re-appointed as Director of the Company liable to retire by rotation"

4. To appoint a Director in place of Shri Ashish Chatterjee, 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 Ashish Chatterjee (DIN- 07688473) be and is hereby re-appointed as Director of the Company liable to retire by rotation"

5. 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 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 2018-19"

SPECIAL BUSINESS

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

6. To appoint Dr. Rahul Mukherjee (DIN-07940278) as Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Section 152 & 161 and other applicable provisions of the Companies Act, 2013, Dr. Rahul Mukherjee (DIN-07940278) who was nominated as Independent Director by the President of India vide MoPNG letter no. C-31034/2/2017-CA/FTS:49128 dated 08.09.2017 and appointed as an Additional Director w.e.f. 15.09.2017 by the Board of Directors, be and is hereby appointed as Independent Director of the Company as per terms and conditions mentioned in the said letter, not liable to retire by rotation."

7. To appoint Shri Jayanto Narayan Choudhury (DIN-07940286) as Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Section 152 & 161 and other applicable provisions of the Companies Act, 2013, Shri Jayanto Narayan Choudhury (DIN-07940286) who was nominated as Independent Director by the President of India vide MoPNG letter no.-C-31034/2/2017-CA/FTS: 49128 dated 08.09.2017 and appointed as an Additional Director w.e.f. 15.09.2017 by the Board of Directors, be and is hereby appointed as Independent Director of the Company as per terms and

conditions mentioned in the said letter, not liable to retire by rotation."

8. To appoint Ms. Banto Devi Kataria (DIN-08194036) as Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Section 152 & 161 and other applicable provisions of the Companies Act, 2013, Ms. Banto Devi Kataria (DIN-08194036) who was nominated as Independent Director by the President of India vide MoPNG letter no.- C-31033/2/2018-CA (22758) dated 24.07.2018 and appointed as an Additional Director w.e.f. 06.08.2018 by the Board of Directors, be and is hereby appointed as Independent Director of the Company as per terms and conditions mentioned in the said letter, not liable to retire by rotation."

9. To appoint Shri Manoj Jain (DIN- 07556033) as Director (Business Development) 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 Manoj Jain (DIN-07556033) who was nominated as Director (Business Development) by the President of India vide MOPNG letter no. C-31022/5/2015-PNG dated 01.06.2018 and appointed as an Additional Director w.e.f. 05.06.2018 by the Board of Directors to hold the post of Director (Business Development) of the Company, be and is hereby appointed as 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/Government of India from time to time."

10. Ratification of remuneration of cost auditors of the Company:

"RESOLVED THAT pursuant to the provisions of section 148, 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 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 2017-18, amounting to Rs.21,26,000/- plus applicable taxes and out of pocket expenses etc. be and is hereby ratified and confirmed.

FURTHER RESOLVED THAT consent of the members be and is hereby given for authorizing the Board of Directors of the Company to decide and fix the remuneration of 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."

11. Material Related Party Transactions with Petronet LNG Limited

"RESOLVED THAT approval of the shareholders be and is hereby accorded for Material Related Party Transactions with Petronet LNG Limited for FY 2018-19 for Rs. 20,625 Crores approx. which is likely to exceed 10% of the consolidated turnover of the Company for FY 2017-18, as per the requirement of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015"

To consider, and if thought fit, to pass the following resolutions as **Special Resolution(s):**

12. Amendment of Object clause of Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, the approval of members be and is hereby accorded for amendment in Main Objects Clause of the Memorandum of Association of the Company by addition of new clauses from 25 to 30 as under:

Clause 25: To make investment in Start-Ups in Core business areas (e.g. Natural Gas, Petrochemicals, Energy etc.) and Non-Core areas (e.g. Health, Social & Environment, Safety & Security etc.) either directly or indirectly through any other entity e.g. Special Purpose Vehicle (SPV) etc.

Clause 26: To carry on the business of collection, treatment, purification, desalination, transportation, distribution and marketing of water and slurry and business relating thereto. To establish, develop, construct, build, purchase, maintain, manage plant and equipment for such businesses. Acquire from any person/ body corporate whether in India and/or outside India, technical information, know-how, process engineering, manufacturing, plans layouts, blue prints etc. for such businesses.

Clause 27: To lease/ let/ sharing land & buildings, plant and machineries, movable and immovable properties and all other assets including providing consultancy



services such as gas management, gas metering audits, pipeline integrity assessments, safety audits etc. to any person, organization/companies. To construct for its own use or otherwise, breakwater, port facilities, terminals, plant and machinery including maintenance, working management, carrying out, superintendence or control thereof and also including import/export of utilities such as steam, power, hot flue gases, CO₂ emitted from its processes and its management thereof.

Clause 28: To carry on the business of manufacture, import, distribution and marketing of appliances relating to gas marketing and distribution, such as gas meter, CNG kits etc.

Clause 29: To carry on the business of establishment of battery charging stations and providing charging services, manufacture, import of machines and equipments, batteries etc. and its assembling for electric vehicles and businesses relating thereto.

Clause 30: To carry on the business as a Contractor and provide various services such as Engineering, Procurement and Construction; Engineering, Procurement, Construction Management; Project Management Consultancy; etc. in the areas of its businesses.

FURTHER RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, the approval of members be and is hereby accorded for merging and renumbering of clause(s) wherever applicable including change of heading as per the requirements of the Companies Act 2013;

FURTHER RESOLVED THAT the Chairman & Managing Director and/or Director and/or Company Secretary be and are hereby authorized to do all such acts, deeds, matters, things and take such steps as may be considered necessary, or expedient for giving effect to the above resolutions."

13. Private Placement of Securities

"RESOLVED THAT pursuant to provisions of section 42 of the Companies Act, 2013 read with the Companies (Prospectus & Allotment of Securities) Rules, 2014 and other applicable provisions of Companies Act, 2013, if any, the consent of the shareholders of the Company be and is hereby accorded for borrowing of INR Debt through secured / unsecured, redeemable, taxable Non-Convertible Bond(s) / Offshore INR Bonds upto Rs.1,500 crore till the conclusion of next AGM, in one or more tranches on private placement basis.

FURTHER RESOLVED THAT for the purpose of giving effect to Private Placement of unsecured/secured non-convertible bonds/ debentures/ Offshore INR Bonds, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as approved by the Board be and is hereby authorized to do all such acts and decide all such related matters as may be required including execution of necessary documents, deeds etc."

By order of the Board

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

Place : New Delhi
Date : 07.08.2018

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT 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 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 member. 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 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.
- 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 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).

3. 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. to 1:00 p.m., on all working days, except Saturday(s)/Sunday(s)/Holiday(s).

4. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, the 1st September, 2018 to Tuesday, the 11th September, 2018 (both days inclusive)** to determine the entitlement of the final dividend @ 14.40% (Rs.1.44/- per share), if so, approved by the members of the Company at the aforesaid AGM. The Company had already paid interim dividend @ 76.5% (Rs.7.65/- per share) in the month of January, 2018. 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 1st September, 2018**; 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 said purpose.
- 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.
 - 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 are noted in the records of the DP, so that no NACH rejection takes place.
 - 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 also has designated an exclusive e-mail ID viz. admin@mcsregistrars.com to facilitate investors to register their request/complaints, if any.
 - 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 IEPF. However, shareholders whose unpaid/unclaimed dividend has been transferred to IEPF shall be entitled to get refund in respect of such claims in accordance with provisions of the Companies Act, 2013 and rules framed in this regard by Government of India. More details are available at http://www.gailonline.com/final_site/IZ-InvestorInformation.html.
 - The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in 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 amendment in SEBI LODR Regulations, 2015 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. December 5, 2018.
 - Members/Proxy holders are requested to:-



- i. bring their copy of Annual Report and Attendance Slip at the venue of the meeting.
 - ii. please **carry photo ID** card for identification/verification purposes.
 - iii. 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.
 - iv. 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 belongings.
 - v. note that **no gifts** will be distributed at the Annual General Meeting.
 - vi. note that **members present in person or through registered proxy** shall only be entertained.
 - vii. note that the Attendance Slip/Proxy Form should be **signed** as per the specimen signature registered with the R&TA/DP.
 - viii. quote their Folio/DP & Client Id No. in all correspondences with the R&TA/Company.
11. 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 http://www.gailonline.com/final_site/JZ-AnnualReports.html.

Members who have not yet registered their e-mail id 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.

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

ITEM NO. 6: Dr. Rahul Mukherjee was nominated as non-official (Independent) Director by the President of India vide letter No. C-31034/2/2017-CA/FTS:49128 dated 08.09.2017. He was appointed as an Additional Director w.e.f. 15.09.2017 (from the date of obtaining DIN) as per provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company upto the date of this Annual General Meeting. The Board recommends that Dr. Rahul Mukherjee may be appointed as an Independent Director, not liable to retire by rotation. Details of remuneration last drawn from GAIL i.e. during FY 2017-18 and meetings of the Board attended during the financial year 2017-18 are forming part of Report on Corporate Governance section of Directors' Report.

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

Dr. Rahul Mukherjee informed that he meets the criteria of independence as provided in SEBI LODR Regulations, 2015 and the Companies Act, 2013.

Dr. Rahul Mukherjee is interested in this resolution to the extent of his appointment as a Director. The relatives of Shri Rahul Mukherjee may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in 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. Independent Directors are being paid sitting fee for attending each meeting of the Board and Committee respectively within the limit prescribed under the Companies Act, 2013, in addition to expenses incidental thereto as detailed in the Corporate Governance section of Directors' Report.

No 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.

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: Shri Jayanto Narayan Choudhury was nominated as non-official (Independent) Director by the President of India vide letter No C-31034/2/2017-CA/FTS:49128 dated 08.09.2017. He was appointed as an Additional Director w.e.f. 15.09.2017 (from the date of obtaining DIN) as per provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company upto the date of this Annual General Meeting. The Board recommends that Shri Jayanto Narayan Choudhury may be appointed as a Director, not liable to retire by rotation. Details of remuneration last drawn from GAIL i.e. during FY 2017-18 and meetings of the Board attended during the financial year 2017-18 are forming part of Report on Corporate Governance section of Directors' Report.

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

Shri Jayanto Narayan Choudhury informed that he meets the criteria of independence as provided in SEBI LODR Regulations, 2015 and the Companies Act, 2013.

Shri Jayanto Narayan Choudhury is interested in this resolution to the extent of his appointment as a Director. The relatives of Shri Jayanto Narayan Choudhury may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in 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. Independent Directors are being paid sitting fee for attending each meeting of the Board and Committee respectively within the limit prescribed under the Companies Act, 2013, in addition to expenses incidental thereto as detailed in the Corporate Governance section of Directors' Report.

No 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.

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: Ms. Banto Devi Kataria was nominated as non-official (Independent) Director by the President of India vide letter No. C-31033/2/2018-CA (22758) dated 24.07.2018. She was appointed as an Additional Director w.e.f. 06.08.2018 (from the date of obtaining DIN) as per provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company upto the date of this Annual General Meeting. The Board recommends that Ms. Banto Devi Kataria may be appointed as an Independent Director, not liable to retire by rotation.

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

Ms. Banto Devi Kataria informed that she meets the criteria of independence as provided in SEBI LODR Regulations, 2015 and the Companies Act, 2013.

Ms. Banto Devi Kataria is interested in this resolution to the extent of her appointment as a Director. The relatives of Ms. Banto Devi Kataria may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in 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. Independent Directors are being paid sitting fee for attending each meeting of the Board and Committee respectively within the limit prescribed under the Companies Act, 2013, in addition to expenses incidental thereto as detailed in the Corporate Governance section of Directors' Report.

No 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.

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: Shri Manoj Jain was nominated as Director (Business Development) on whole-time basis by the President of India vide letter no. C-31022/5/2015-PNG dated 01.06.2018. He was appointed as an Additional Director w.e.f. 05.06.2018 as per provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company upto the date of this Annual General Meeting. The Board recommends that Shri Manoj Jain may be appointed as 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/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 Manoj Jain is interested in this resolution to the extent of his appointment as a Director. The relatives of Shri Manoj Jain may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

No 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.

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. 10: 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



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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 2017-18.

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 payable to the Cost Auditors during the financial year 2017-18 for the services rendered by them. Consent of the members is also sought for authorizing the Board to approve remuneration payable to the Cost Auditors for the financial year 2018-19.

No 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.

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. 11: 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 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 related party of the Company as per provision of the Companies Act, 2013 and SEBI LODR Regulations, 2015. GAIL has 12.5% 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 Dahej, Gujarat and Kochi, Kerala.

The consolidated turnover of the Company as per the audited financial statements for FY 2017-18 is Rs. 53,825 crores and the expected value of transactions with PLL for FY 2018-19 will be approx. Rs. 20,625 crores, which likely to exceed 10% of consolidated turnover of the Company for FY 2017-18, therefore, approval of shareholders is required.

No 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.

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. 12:

Explanatory Statement for new clause 25: In order to support the Government of India (GoI) Start-Up initiative and to generate long term commercial benefits, your Company has developed a Start-Up Policy for taking up this initiative and making investment in Start-ups in Core business areas (e.g. Natural Gas, Petrochemicals, Energy etc.) and Non-Core areas (e.g. Health, Social & Environment etc.) which is covered in other objects of the Company. The investment can be made through e.g. Special Purpose Vehicle (SPV) Alternative Investment fund (AIF), Fund of Funds (FoF), Trust etc.

Explanatory Statement for new clause 26: Given the population growth coupled with urbanization and industrial development the demand for water is increasing day by day in India. Public water supply is characterized by intermittent water availability often for few hours in a week. This is leading to more use of underground water, which is resulting in depletion of groundwater levels. Indian monsoons are becoming less predictable and unreliable, and thus availability and utilization of water are becoming key issues in modern India. Many cities are sourcing the fresh water through long distance transport ranging from 50-200 kms. Further, with growing population and industrialization the effluent water discharged has increased significantly, thereby polluting both the land and water reserves. The treatment of the effluent water and maintaining of fresh water table is a big challenge and a business opportunity. Both the Centre and State Governments have realized the magnitude of the water problem and the urgency to address the same. Hence to expand its business, your Company is planning to pursue opportunities in water sector.

Your Company is actively looking at diversifying its business portfolio beyond Gas and Petrochemicals space to obviate volatility and risks from disruptive technologies, and pursue other growth opportunities. Your Company is already a key player in the gas pipeline and process plant business and desires to explore business opportunity e.g. in wastewater treatment plants, water distribution, large water pipeline laying as an early mover.

Explanatory Statement for new clause 27: Your Company has developed facilities such as Meter Proving Facilities at Hazira & Dibiyapur and procured machineries such as Hot tapping & Stopping Machines, Hydraulic Cranes, Hydras, fork lifts for its own use. There is a potential of commercial utilization of these assets by providing services to industry members, meter manufacturers, pipeline construction companies, contractors, etc. This will not only ensure their full utilization but will also help keeping them in good working conditions due to being in regular use as GAIL's requirement is often intermittent for

some of the machineries such as hot tapping & stopping machine. Further, GAIL may require to get other pipeline operators/companies ROU/ROW & lands and may need to reciprocate sharing of its ROU/ROW & Land with them in furtherance to business for spreading pipeline network and reach to customers. This may require for allowing other operators equipment to be installed at GAIL's land or vice versa e.g. receipt terminals, dispatch terminals, hookup/tap off stations etc. Waste heat is available from Gas turbine exhausts at Compressor Stations which can be converted to steam for further commercial use as power generation or HVAC systems or heating purposes or other mechanical usage etc. either by self or through ESCO (Energy Services Companies) Model for own use or commercial purpose. GAIL is also looking to harness solar power potential available at its various sites & installations which can be connected to Grid for sale or for own use at other installations through wheeling of power.

Explanatory Statement for new clause 28: In line with your Company strategy to promote use of green fuel, it is contemplating to promote gas appliances in households to increase gas usage and minimise electric usage in housing equipment and appliances such as Gas Boiler (Condensing), Gas based Air Conditioner, Bathroom Heater etc.

Explanatory Statement for new clause 29: With rapidly growing disruptive technologies and business models, there is necessity to adopt new and different pathways to provide clean, cost-effective, and efficient mobility services that are safe, reduce dependence on oil imports, and achieve more efficient land-use in cities with the least environmental footprints and impacts on human health. India unveiled 'National Electric Mobility Mission Plan (NEMMP) 2020' in 2013 to address the issues of National energy security, vehicular pollution and growth of domestic manufacturing capabilities. Reiterating its commitment to the Paris Agreement, the Government of India has plans to make a major shift to electric vehicles by 2030. Your Company has an opportune time to diversify its business portfolio. Charging infrastructure for electric vehicles in India has not been fully developed yet, GAIL can explore the business possibilities in this area. Your Company having pan India presence through NG network is deep pocketed and has capability of setting up charging infrastructure at a faster pace.

Explanatory Statement for new clause 30: Your Company has 34 years of rich experience in the area of engineering, planning, design, procurement, project execution and commissioning activities for hydrocarbon Gas pipelines. Presently GAIL owns and operates more than 11500 km of natural gas pipeline and about 2300 Km LPG pipeline across the country. Further, GAIL is also currently executing more than 4500 Km of natural gas pipelines. Based on the vast experience and historical data available during the execution of various pipeline projects, GAIL can provide services such as Engineering, Procurement and Construction (EPC), Engineering, Procurement, Construction Management (EPCM), Project Management Consultancy (PMC) in the field of hydrocarbon Pipelines. GAIL also have adequate experienced manpower and infrastructure for providing these services.

Further, Section 4 (1) (c) of Companies Act 2013 states that the Memorandum of Association of Company shall state the objects for which the company is proposed to be incorporated and any matter considered necessary in furtherance thereof. Accordingly, Object clause of Memorandum of Association is rearranged

Section 13 of the Companies Act, 2013 stipulates that the Main Objects Clause of the Memorandum of Association of a company can be amended by a Special Resolution passed by the members of the Company.

No 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.

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. 13: In line with SEBI Rules/ Regulations/ Guidelines, your Company has been issuing secured, redeemable, non-convertible INR Bonds in the nature of non-convertible Debentures on private placement basis for meeting its long term Capex requirement as per Board approved procedure, after obtaining approval from Board of Directors.

Your Company's Board approved to borrow Rs.1,500 crores through Secured/ Unsecured/ Taxable / Redeemable / Non-Convertible Bond(s) in the nature of debentures/ Offshore INR Bonds in one or more tranches on private placement basis.

As per section 180 of the Companies Act, 2013, the Board of the Company can borrow funds to the extent of aggregate paid-up capital and free reserve of the Company without seeking the approval of members. As on 31.03.2018, net worth of your Company stood at Rs. 35,142.38 crore and the total Borrowed Funds were Rs. 2,079.60 crore. Therefore, your Company has sufficient leverage to raise the funds from the market without seeking the approval of members as per provisions of Section 180 of the Companies Act, 2013.

As per section 42 of the Companies Act, 2013 read with Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the members of the Company by a special resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient, if the company passes a special resolution once in a year for all the offers or invitations for such debentures during the year.

In view of above, approval of the Shareholders of the Company is sought, to authorize the



Board of Directors to make offer(s) or invitation(s) for raising funds upto Rs.2,500 crores through Secured/ Unsecured/ Redeemable / Taxable / Non-Convertible, Bond(s)/ Offshore INR Bonds in one or more tranches on private placement basis.

No 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.

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

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

ITEM NO. 3: Shri Subir Purkayastha (59 years) is Director (Finance) and Chief Financial Officer (CFO) w.e.f. 01.05.2015. He is a Chartered Accountant and Company Secretary by profession. Shri Subir Purkayastha has rich experience of nearly 30 years' in the areas of Corporate Finance and Treasury including Forex Risk Management, Capital Budgeting, Corporate Budgets, Corporate Accounts, Finalization of Long Term LNG and Gas Agreements, Liquefaction and Regasification Terminal Service Agreement., Shareholders Agreements and Joint Ventures Agreement etc.

Prior to his appointment as Director (Finance), he held the position of Executive Director (Finance & Accounts) in GAIL. As Executive Director (Finance), besides heading Corporate Finance and Treasury section at large, he led the treasury functions for mobilisation of funds including refinancing of Foreign Currency loans from domestic and international markets and taking investment decisions in large infrastructure projects. He has been instrumental in framing policies and procedures on risk management of foreign exchange exposures on loan etc. and commodities (LNG/Gas). He was also actively involved in investor relations and interactions with Analysts fraternity. Besides serving a long tenure at the GAIL corporate office, he was on secondment to Petronet LNG Ltd., during its formative years from 1998 to 2002. Thereafter, he was posted at GAIL's largest manufacturing unit viz petrochemical plant at Pata, U.P. for 4 years. It was during his stint in Petrochemicals unit at GAIL, Pata he introduced e-budget for preparation and control of capital and revenue budget of the Unit. He joined GAIL in 1985 as a finance officer and rose to the position of Director (Finance). Having joined in the early stages of the company he was part and parcel of the growth trajectory of the company.

Shri Purkayastha holds Nil equity shares of the Company.

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

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

S. No.	Directorship	Chairmanship/Membership of Committee(s)
1	Petronet LNG Limited	Nil

ITEM NO. 4: Shri Ashish Chatterjee (45 Years) was appointed as a Government Nominee Director w.e.f. 23.12.2016. Shri Ashish Chatterjee is an IAS officer from Tamil Nadu cadre (1999). Before joining the MoP&NG, he was working as Private Secretary to Minister of State, Ministry of Commerce & Industry. During his career spanning more than 16 years, he has held various positions in the State of Tamil Nadu at the District and State Level.

Presently, he is Joint Secretary (GP), Ministry of Petroleum & Natural Gas, Government of India

Shri Chatterjee holds Nil equity shares of the Company.

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

Shri Chatterjee holds the Directorship and Chairmanship/Membership of Committee(s) of the following other Listed Companies.

S. No.	Directorship	Chairmanship/Membership of Committee(s)
1	Engineers India Limited	Nil

ITEM NO. 6: Dr. Rahul Mukherjee (62 years) was appointed as an Independent Director w.e.f. 15.09.2017. Dr. Rahul Mukherjee is a professor of statistics, in the higher academic grade, at the Indian Institute of Management Calcutta. He was a member of the National Statistical Commission, Government of India during 2013-2016. Earlier, he taught at the Indian Statistical Institute where he was awarded a full professorship at the age of thirty three. He is a regular visitor to institutions abroad.

Dr. Mukherjee received his B.Sc. and M.Sc. degrees in statistics in 1975 and 1977 from the Presidency College, Calcutta, and the University of Calcutta, securing first rank in first class in both examinations. He received his Ph.D. in statistics in 1982 from the University of Calcutta. With a research interest covering diverse areas of statistics and discrete mathematics, Mukherjee is the author/co-author of five books from publishers such as John Wiley, New York, and Springer-Verlag, New York, and over 250 research papers.

A fellow of the Institute of Mathematical Statistics, USA, and all the three national level science academies of India, Dr. Mukherjee is a recipient of the Mahalanobis International Award, S.S. Bhatnagar Award, J.C. Bose National Fellowship and National Award in Statistics in honor of Professor C.R. Rao. He is or has been on the editorial boards of such top journals in his field as the Annals of Statistics (USA), Biometrika (UK) and Journal of the Royal Statistical Society (UK).

Dr. Mukherjee holds Nil equity shares of the Company.

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

Dr. Mukherjee does not hold the Directorship and Chairmanship/Membership of Committee(s) of the other Listed Companies.

ITEM NO. 7 : Shri Jayanto Narayan Choudhury (63 Years) was appointed as an Independent Director w.e.f. 15.09.2017. Shri Jayanto Narayan Choudhury is a 1978 batch of IPS in Assam-Meghalaya cadre. He is an alumnus of the Delhi School of Economics, retired as Director General National Security Guard in May '15 after 37 years in the Indian Police Service.

Earlier he was Director General of Police of Assam, and in the Intelligence Bureau for over quarter a century during which he served in NE states, Bengal, and at the Embassy of India, Washington DC. His interests are in improving Internal Security systems in conflict areas, application in Indian conditions of global policing best practices, and leadership in the Indian police. He has written extensively on these subjects.

Shri Jayanto Narayan Choudhury holds Nil equity shares of the Company.

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

Shri Jayanto Narayan Choudhury does not hold the Directorship and Chairmanship/Membership of Committee(s) of the other Listed Companies.

ITEM NO. 8: Ms. Banto Devi Kataria (54 Years) was appointed as an Independent Director w.e.f. 06.08.2018.

Ms. Banto Devi Kataria is an Advocate at Punjab and Haryana High Court. She has done her L.L.B and M.A. in Public Administration. She's also a Social Activist & Women Rights Activist. She was born in 1964 at Gharaunda (District Karnal) in a well cultured and nationalist family. In 1984, she got married to Shri Rattan Lal Kataria who is a renowned social worker. She has spent around 30 years of her life in social service and welfare of woman and children. Ms. Banto Devi Kataria has diverse knowledge of legal, social as well as political fields. She has visited USA accompanying the Indian delegation participating in UN General Assembly Session. She has worked as Coordinator of several state wide programs for social welfare in Haryana. She has successfully administered several initiatives in public domain and continuously striving towards social, economic and political empowerment of the society.

Ms. Banto Devi Kataria holds Nil equity shares of the Company.

Ms. Banto Devi Kataria does not have any relation inter-se with other Director(s) of the Company.

Ms. Banto Devi Kataria does not hold the Directorship and Chairmanship/Membership of Committee(s) of the other Listed Companies.

ITEM NO. 9: Shri Manoj Jain (56 Years) was appointed as a Director (Business Development) w.e.f. 05.06.2018. Mr. Manoj Jain, a Mechanical Engineering Graduate and MBA in Operations Management possesses rich and diverse experience encompassing more than 32 years with GAIL (India) Ltd. in the areas of Projects, O&M, Pipeline Integrity Management and Marketing which has allowed him to gain insight and knowledge across multiple business units and functional areas.

Before being appointed as Director (Business Development), Mr. Manoj Jain was responsible for Gas Marketing activities in his role as Executive Director (Marketing-Gas).

Mr. Jain also spearheaded the installation and commissioning of over Rs. 10,000 Crore grassroots Petrochemical complex at Lepetkata Assam, as Chief Operating Officer of Brahmputra Cracker and Polymer Ltd. (BCPL) which has been one of the fastest projects ever implemented in the North East of its size and magnitude.

Earlier, Mr. Jain also worked in Operation & Maintenance at the Corporate Level for a number of years and his experience includes managing logistics of Gas Business with a perspective of Operation and Management of all pipelines of company and in the process played a significant role in establishing the National Gas Management Centre (NGMC) and systems and procedures for transmission and marketing of comingled gases.

Shri Manoj Jain holds 648 equity shares of the Company.

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

Shri Manoj Jain does not hold the Directorship and Chairmanship/Membership of Committee(s) of the other Listed 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 34th 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, 7th September, 2018 (9:00 am) (IST)**



GAIL (INDIA) LIMITED

and ends on Monday, 10th September, 2018 (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, 4th September, 2018**, only shall be entitled to avail the facility of remote e-voting/polling slips.

Members can 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 member opts for remote e-voting, then member/proxy holder are not entitled to vote at 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. 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 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 become 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, 4th September, 2018**. 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 Company Secretary as the person responsible for remote e-voting process.
- c. After conclusion of the Poll at AGM, the Chairperson will declare the AGM as closed. Scrutinizer shall after the conclusion of voting at the AGM, will 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 two days 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.
- e. The results will also be displayed on the Notice Board of the company at its Registered Office.



GAIL (INDIA) LIMITED

ATTENDANCE SLIP

GAIL (INDIA) LIMITED

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

CIN: L40200DL1984G01018976 Website: www.gailonline.com E-mail: shareholders@gail.co.in

Phone: 011-26182955, Fax: 011-26185941

Folio No. /DP & Client ID :
Name :
Address :

No. of Shares :
Father's Name :

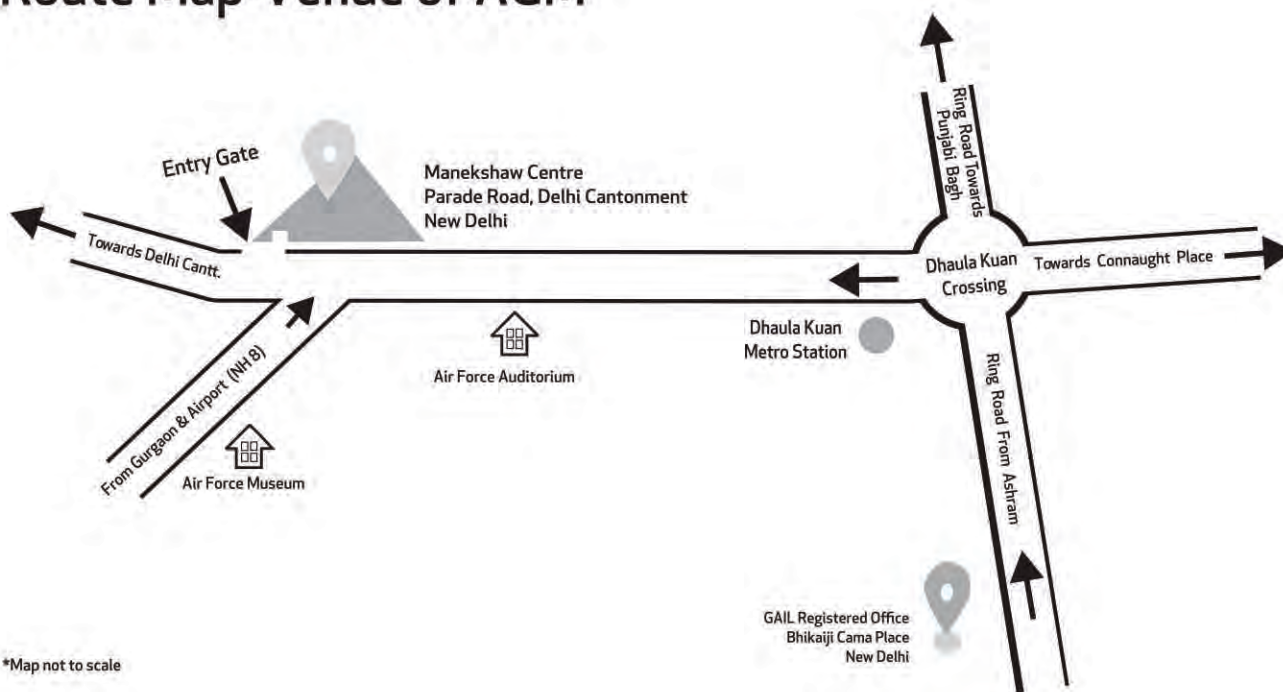
I hereby record my presence at the Thirty- Fourth Annual General Meeting of the members of GAIL (India) Limited on Tuesday, the 11th day of September, 2018 at 10:30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi 110010.

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, bag, 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



*Map not to scale

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) of shares of the GAIL (India) Limited, hereby appoint:

- 1) of having e-mail id or 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-Fourth Annual General Meeting** of the members of GAIL (India) Limited will be held on **Tuesday, the 11th day of September, 2018 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, 2018 and Report of the Board of Directors and Auditors		
2	Approval of Final Dividend for the financial year ended 31st March, 2018 and to confirm the payment of Interim Dividend already paid in January, 2018		
3	Appointment of Shri Subir Purkayastha, who retires by rotation, and being eligible, offers himself for re-appointment		
4	Appointment of Shri Ashish Chatterjee, 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 2018-19		
SPECIAL BUSINESS			
6	Approval for appointment of Dr. Rahul Mukherjee as Independent Director, not liable to retire by rotation		
7	Approval for appointment of Shri Jayanto Narayan Choudhury as Independent Director, not liable to retire by rotation		
8	Approval for appointment of Ms. Banto Devi Kataria as Independent Director, not liable to retire by rotation		
9	Approval for appointment of Shri Manoj Jain as Director (Business Development), liable to retire by rotation		
10	Approval for ratification of remuneration of the Cost Auditors for FY 2017-18 and authorization to the Board of Directors to fix the remuneration for FY 2018-19.		
11	Approval for Material Related Party Transactions with Petronet LNG Limited for FY 2018 -19		
12	Amendment in Object Clause of Memorandum of Association of the Company		
13	Approval for Private Placement of Securities		

Signed this day of 2018

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 the '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.