



# GAIL (INDIA) LIMITED

(A Government of India Undertaking)

Registered Office: 16, Bhikaji 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-Third Annual General Meeting** of the members of **GAIL (India) Limited** will be held on **Tuesday, the 12<sup>th</sup> day of September, 2017** at **10:30 a.m.** at **Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010** to transact the following business(es):-

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements and audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2017, 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 31<sup>st</sup> March, 2017, 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 @ 27% (₹ 2.7/- per share) on paid-up equity share capital of the Company (₹ 1691.30 crores) for the financial year ended 31<sup>st</sup> March, 2017 as recommended by the Board and to confirm the payment of interim dividend @ 85% (₹ 8.5/- per share) on then paid-up equity share capital of the Company (₹ 1268.48 crores) already paid in the month of February, 2017 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 @ 27% (₹ 2.7/- per share) on paid-up equity share capital of the Company (₹ 1691.30 crores) for the financial year ended 31<sup>st</sup> March, 2017 as recommended by the Board and to confirm the payment of Interim Dividend @ 85% (₹ 8.5/- per share) on then paid-up equity share capital of the Company (₹ 1268.48 crores) as approved by the Board and already paid in February, 2017."

3. To appoint a Director in place of Dr. Ashutosh Karnatak, who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Dr. Ashutosh Karnatak (DIN-03267102) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

4. 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 2017-18."

### SPECIAL BUSINESS

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

5. **"RESOLVED THAT** pursuant to the provisions of Section 152 & 161 and other applicable provisions of the Companies Act, 2013, Shri Dinkar Prakash Srivastava (DIN-07418753) who was nominated by the President of India vide letter no. - C-31034/1/2016-CA/FTS: 46118 dated 31.01.2017 and appointed as an Additional Director w.e.f. 31.01.2017 by the Board of Directors, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation."

6. **"RESOLVED THAT** pursuant to the provisions of Section 152 & 161 and other applicable provisions of the Companies Act, 2013, Dr. Anup K. Pujari (DIN-02556335) who was nominated by the President of India vide letter no.- C-31034/1/2016-CA/FTS: 46118 dated 31.01.2017 and appointed as an Additional Director w.e.f. 31.01.2017 by the Board of Directors, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation."

7. **"RESOLVED THAT** in accordance with the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013, Shri P. K. Gupta, (DIN-01237706) who was nominated by the President of India vide letter no. C-31022/3/2015-CA/FTS: 37929 dated 31.01.2017 and appointed as an Additional Director w.e.f. 01.02.2017 by the Board of Directors to hold the post of Director (HR) of the Company, be and is hereby appointed as Director (HR) 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."

8. **"RESOLVED THAT** in accordance with the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013, Shri Gajendra Singh, (DIN- 03290248) who was nominated by the President of India vide letter no. C-31022/6/2014-CA/FTS:35226 dated 05.04.2017 and appointed as an Additional Director w.e.f. 05.04.2017 by the Board of Directors to hold the post of Director (Marketing) of the Company, be and is hereby appointed as Director (Marketing) 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."

9. **"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 2016-17, amounting to ₹ 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 2017-18."

10. **"RESOLVED THAT** approval of the shareholders be and is hereby accorded for proposed Material Related Party Transactions with Petronet LNG Limited for Financial Year 2017-18 for ₹ 19,100 crores approx. which is likely to exceed 10% of the consolidated turnover of the Company for FY 2016-17, 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)**:

11. **"RESOLVED THAT** pursuant to the provisions of sections 13, 14, 61 and other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and provisions of the Articles of Association, the approval of members be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 2,000 crore (₹ Two Thousand Crore) to ₹ 5,000 crore (₹ Five Thousand Crore), ranking pari passu with the existing equity shares.

**FURTHER RESOLVED THAT** the existing Clause V of the Memorandum of Association of the Company be amended by way of substitution of the Clause V as under:

*'The authorized share capital of the Company is ₹ 5000,00,00,000 (₹ Five Thousand Crore) divided into 500,00,00,000 (Five Hundred Crore) equity shares of ₹ 10/- (₹ Ten) each, with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide and/or subdivide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may, for the time being, be provided by the Articles of Association of the Company but subject always to the provisions of the Companies Act, 2013 including amendments thereto from time to time.'*

**FURTHER RESOLVED THAT** the existing Article 5 of the Articles of Association of the Company be amended by way of substitution of the Article 5 as under:

*'The authorised share capital of the Company is ₹ 5000,00,00,000 (₹ Five Thousand Crore) divided into 500,00,00,000 (Five Hundred Crore) equity shares of ₹ 10/- (₹ Ten) each.'*

12. **"RESOLVED THAT** pursuant to the provisions of sections 14 and other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and provisions of the Articles of Association, the approval of members be and is hereby accorded for amending the existing Article 40 of the Articles of Association of the Company by way of substitution of the Article 40 as under:

*'Subject to the provisions of the Companies Act, 2013, the rules made thereunder and/or SEBI Regulations (including any statutory modifications or re-enactment thereof for the time being in force), the Board of Directors of the Company including its Committee from time to time issue, consolidate, re-issue etc. the debt securities of the Company including structured/market linked in such manner and upon such terms and conditions as may be think fit.'*

13. **"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 ₹ 2,500 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

S/-

(A. K. Jha)

Company Secretary

Place: New Delhi  
Date: 31<sup>st</sup> July, 2017

## 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:

- i) 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.
- ii) 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.
- iii) 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. and 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 2<sup>nd</sup> September, 2017 to Tuesday, the 12<sup>th</sup> September, 2017 (both days inclusive)** to determine the entitlement of the final dividend @ 27% (₹ 2.70/- per share), if so, approved by the members of the Company at the aforesaid AGM. The Company had already paid interim dividend @ 85% (₹ 8.5/- per share) in the month of February, 2017. Final dividend after declaration at the AGM, will be paid within 30 days of the AGM, 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 2<sup>nd</sup> September, 2017**; or
- 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.

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

6. Based on disclosures received from concerned Director(s), they are inter-se not related to each other.

7. 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.**

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 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. In this regard, the Company has completed the posting of specific communications to the concerned shareholders whose dividend has not been paid or claimed for seven consecutive years, at their latest available address. More details are available at [http://www.gailonline.com/final\\_site/IZ-InvestorInformation.html](http://www.gailonline.com/final_site/IZ-InvestorInformation.html).

9. 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.

10. 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.

### 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/IZ-AnnualReports.html](http://www.gailonline.com/final_site/IZ-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. 5**

Shri Dinkar Prakash Srivastava was nominated as non-official (Independent) Director by the President of India vide letter No. C-31034/1/2016-CA/FTS:46118 dated 31.01.2017. He was appointed as an Additional Director as per provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company till the conclusion of this Annual General Meeting. The Board recommends that Shri Dinkar Prakash Srivastava may be appointed as a Director, not liable to retire by rotation. Details of remuneration last drawn and meetings of the Board attended during the financial year are forming part of Report on Corporate Governance section of Directors' Report.

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.

Shri Dinkar Prakash Srivastava informed that he meets the criteria of independence as provided in SEBI LODR Regulations, 2015 and the Companies Act, 2013.

Shri Dinkar Prakash Srivastava is interested in this resolution to the extent of his appointment as a Director. The relatives of Shri Dinkar Prakash Srivastava may be deemed to be interested in the resolution set out at Item No. 5 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.

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. 6**

Dr. Anup K Pujari was nominated as non-official (Independent) Director by the President of India vide letter No. C-31034/1/2016-CA/FTS: 46118 dated 31.01.2017. He was appointed as an Additional Director as per provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company till the conclusion of this Annual General Meeting. The Board recommends that Dr. Anup K Pujari may be appointed as a Director, not liable to retire by rotation. Details of remuneration last drawn and meetings of the Board attended during the financial year are forming part of Report on Corporate Governance section of Directors' Report.

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

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

Dr. Anup K Pujari is interested in this resolution to the extent of his appointment as a Director. The relatives of Dr. Anup K Pujari 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.

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 P. K. Gupta was nominated as Director (HR) on whole-time basis by the President of India vide letter no. C-31022/3/2015-CA/FTS:37929 dated 31.01.2017. He was appointed as an Additional Director as per provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company till the conclusion of this Annual General Meeting. The Board recommends that Shri P. K. Gupta may be appointed as Director (HR) 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. Details of remuneration last drawn and meetings of the Board attended during the financial year are forming part of Report on Corporate Governance section of Directors' Report.

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 P. K. Gupta is interested in this resolution to the extent of his appointment as a Director. The relatives of Shri P. K. Gupta 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.

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**

Shri Gajendra Singh was nominated as Director (Marketing) on whole-time basis by the President of India vide letter no. C-31022/6/2014-CA/FTS:35226 dated 05.04.2017. He was appointed as an Additional Director as per provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company till the conclusion of this Annual General Meeting. The Board recommends that Shri Gajendra Singh may be appointed as Director (Marketing) 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 Gajendra Singh is interested in this resolution to the extent of his appointment as a Director. The relatives of Shri Gajendra Singh 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. 9**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Ramanath Iyer & Co., New Delhi for Northern Region, M/s Bandyopadhyaya Bhaumik & Co., Kolkata for Northern and Eastern Region, M/s A C Dutta & Co., Kolkata for Southern Region, M/s Musib & Company, Mumbai for Western Region Part-I, M/s N. D Birla & Co., Ahmedabad for Western Region Part-II, M/s Sanjay Gupta & Associates, New Delhi for Central Region as a Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2016-17.

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 2016-17 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 2017-18. 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**

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. GAIL has also sent its official on deputation to PLL. The consolidated turnover of the Company as per the audited financial statements for FY 2016-17 is ₹ 49,237 crores and the expected value of transactions with PLL for FY 2017-18 will be approx. ₹ 19,100 crores, which will be more 10% of consolidated turnover of the Company for FY 2016-17, 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. 11**

The present authorized share capital of the Company is ₹ 2,000 crores (Rupees Two Thousand Crore) divided into 200 crore (Two Hundred Crore) equity shares of ₹ 10 each. GAIL is currently implementing projects nearly to the tune of ₹ 15,000 crores, which are likely to be executed in next 4-5 years. These projects will be funded partly through internal resources and partly through debt, which may also include the equity route. Considering the same, the Board has approved, subject to the members approval, an increase in the authorized share capital to ₹ 5,000 crores (Rupees Five Thousand Crore) divided into 500 crore (Five Hundred Crore) shares of ₹ 10 each.

Pursuant to the provisions of sections 13, 14, 61 and other applicable provisions of the Companies Act, 2013 an increase in authorized share capital needs consequent amendment to the Memorandum and Articles of Association of the Company. The approval of members is therefore sought to increase the Authorized Share Capital of the Company from ₹ 2,000 crore (Rupees Two Thousand Crore) to ₹ 5,000 crore (Rupees Five Thousand Crore) and consequent amendment in the Memorandum and the Articles of Association 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. 12**

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 debt securities for meeting its long term Capex requirement as per Board approved procedure, after obtaining approval from Board of Directors.

Recently, SEBI vide Circular No. : CIR/IMD/DF-1/67/2017, dated 30<sup>th</sup> June, 2017 on Specifications related to International Securities Identification Number for Debt Securities issued under SEBI (Issue and Listing of Debt Securities) Regulations, 2008 mandates for enabling provision in its articles under which all the issuer Companies may carry out consolidation and re-issuance of its debt securities.

The approval of members is therefore sought to amend the Articles to induct the enabling provision to carry out consolidation and re-issuance of debt securities, subject to the approval of Board of Directors.

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 ₹ 2,500 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 31.03.2017, net worth of your Company stood at ₹ 32,349 crore and the total Borrowed Funds were ₹ 5,062 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 ₹ 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**

**Dr. Ashutosh Karnatak (57 Years)** was appointed as a Director (Projects) w.e.f. 01.03.2014. He is an M. Tech from IIT Delhi, an MBA in Finance and a Ph. D. from University of Petroleum & Energy Studies, Dehradun, Dr. Karnatak is presently pursuing Post-Doctorate in Business Administration on 'Organizational Maturity in Project Management'. He is a multi-talented personality who has developed innovative techniques and authored books on varied subjects. He is a B Tech in Electrical Engineering from HBTI, Kanpur.

Prior to his appointment as Director (Projects), Dr. Karnatak served as Executive Director (Projects) in GAIL. During his rich career span of over 30 years, he has managed diverse infrastructure projects such as construction of cross country trunk pipelines like Dabhol - Bangalore, Dahej-Vijapur, Dahej-Uran, Dabhol-

Panvel, CGD networks in Mumbai, R-LNG terminal at Dabhol, and building projects like, LPG gas processing plant at Gandhar, besides spearheading wind and solar energy projects.

He has authored books on oil and gas sector (Asian Gas Grid – A critical analysis of its feasibility), project management (Project Management of Hydrocarbon Pipelines – A Journey) and self-development (Yes! You Can; Words Have Power). He is the proponent of the movement called PI-PI-CI (“Positive India – Projectised India – Competent India”). He has developed an innovative Project Monitoring and Controlling technique called ‘Arjuna – (MC4E2)ec’, and capability building model named ‘BeDoPhe’. Besides this, he has avid interest in astrology and is engaged in a number of social and developmental initiatives.

Dr. Karnatak holds Nil equity shares of the Company.

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

#### ITEM NO. 5

**Shri Dinkar Prakash Srivastava (62 Years)** was appointed as an Independent Director w.e.f. 31.01.2017. He belonged to 1978 batch of the Indian Foreign Service. He has served in Cairo, Jeddah, Riyadh, Washington, Karachi, Brussels, Tripoli, Malta, Prague and Tehran, apart from various stints at the headquarters. He has extensive experience of energy diplomacy. During his term as Ambassador to Libya, Indian oil PSUs received 10 oil blocks with a total of 27,000 square kms exploration acreage. As Ambassador to Tehran, he was involved in all aspects of negotiations for upstream exploration, crude purchase, gas price and oil payments.

Shri Srivastava holds Nil equity shares of the Company.

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

#### ITEM NO. 6

**Dr. Anup K Pujari (61 years)** was appointed as an Independent Director w.e.f. 31.01.2017. He is a 1980 batch IAS officer of Karnataka cadre, superannuated as Secretary to the Government of India, Ministry of Micro, Small and Medium Enterprise and has also held the additional charge of the post of Secretary, Ministry of Steel. Dr. Pujari has also held the charge of CMD, Steel Authority of India Ltd. (SAIL).

Dr. Pujari has the experience of public sector management in the State of Karnataka for several years. His notable postings include Principal Secretary, IT & Biotechnology; Managing Director, Karnataka Food & Civil Supplies Corporation; Registrar, Bangalore University; Addl. Commissioner, Commercial Tax; Addl. Secretary, Finance; Deputy Commissioner of Dakshina Kanada District & Shimoga District. Dr. Pujari has served in Government of India in various capacities including the Director General of Foreign Trade in the Department of Commerce. He has served as the Secretary in the Ministry of Mines.

Dr. Pujari has done Ph.D in Economics from Boston University and holds a post graduate degree in Economics from Delhi School of Economics.

Dr. Pujari holds Nil equity shares of the Company.

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

#### ITEM NO. 7

**Shri P. K. Gupta (56 Years)** was appointed as a Director (HR) w.e.f. 01.02.2017. He is B. Tech. in Mechanical Engineering from G.B. Pant University of Agriculture &

Technology, Pantnagar (UK). He has more than 33 years of rich and diverse experience in Oil & Gas Sector, particularly in Project Execution along with Operation & Maintenance of Natural Gas Pipelines, Gas Processing Units, City Gas Distribution, Natural Gas & Petrochemical Marketing and Human Resources.

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

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

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

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

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

Shri Gupta holds 400 equity shares of the Company.

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

S. No.	Name of the Company	Name of the Committee	Position held
1	GAIL Global (USA) Inc.	NIL	NIL
2	GAIL Global (USA) LNG LLC		
3	ONGC Petro-additions Limited		

#### ITEM NO. 8

**Shri Gajendra Singh (57 Years)** was appointed as a Director (Marketing) w.e.f. 05.04.2017. He is M.Sc. (Physics). He started his career in processing and interpreting of seismic data in upstream Industry, and possesses 32 years of illustrious career in hydrocarbon sector. Shri Singh has been involved in the execution of several prestigious projects of GAIL starting from the HVJ and has held various leadership and strategic positions. Some of these key roles where he has served as the Head of Department include General Manager (Gas Sourcing and Gas Marketing), Executive Director (Operations & Maintenance).

Shri Singh holds Nil equity shares of the Company.

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

S. No.	Name of the Company	Name of the Committee	Position held
1	GAIL Global (Singapore) Pte. Limited	-	-
2	GAIL Gas Limited	Audit Committee	Member

## 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 33<sup>rd</sup> 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](http://www.evotingindia.com). Please read the instructions printed below before exercising your vote.

The remote e-voting period commences on **Friday, 8<sup>th</sup> September, 2017 (9:00 am) (IST) and ends on Monday, 11<sup>th</sup> September, 2017 (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, 5<sup>th</sup> September, 2017**, 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 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](http://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 DPID 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](http://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	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat members as well as physical members). <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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 RAO0000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth</b>	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.  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.

- 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 relevant Electronic Voting Sequence Number (EVSN) 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 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:
  - log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - scanned copy of the Board resolution and Power of Attorney (POA) which have been 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact CDSL at 18002005533.
- (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, 5<sup>th</sup> September, 2017**. 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. Notice of the meeting along with the Route map of the venue is also available at Company's website [www.gailonline.com](http://www.gailonline.com).
- c. 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.
- d. 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.
- e. The results declared along with the Scrutinizer's Report will be hosted on the Company's website [www.gailonline.com](http://www.gailonline.com) and on the website of CDSL e-voting. The results shall simultaneously be communicated to the Stock Exchanges.
- f. The results will also be displayed on the Notice Board of the company at its Registered Office.

# ATTENDANCE SLIP

## GAIL (INDIA) LIMITED

**Registered Office:** 16, Bhikaji 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

**Folio No./DP & Client ID :** \_\_\_\_\_ **No. of Shares :** \_\_\_\_\_

**Name :** \_\_\_\_\_ **Father's Name :** \_\_\_\_\_

**Address :** \_\_\_\_\_

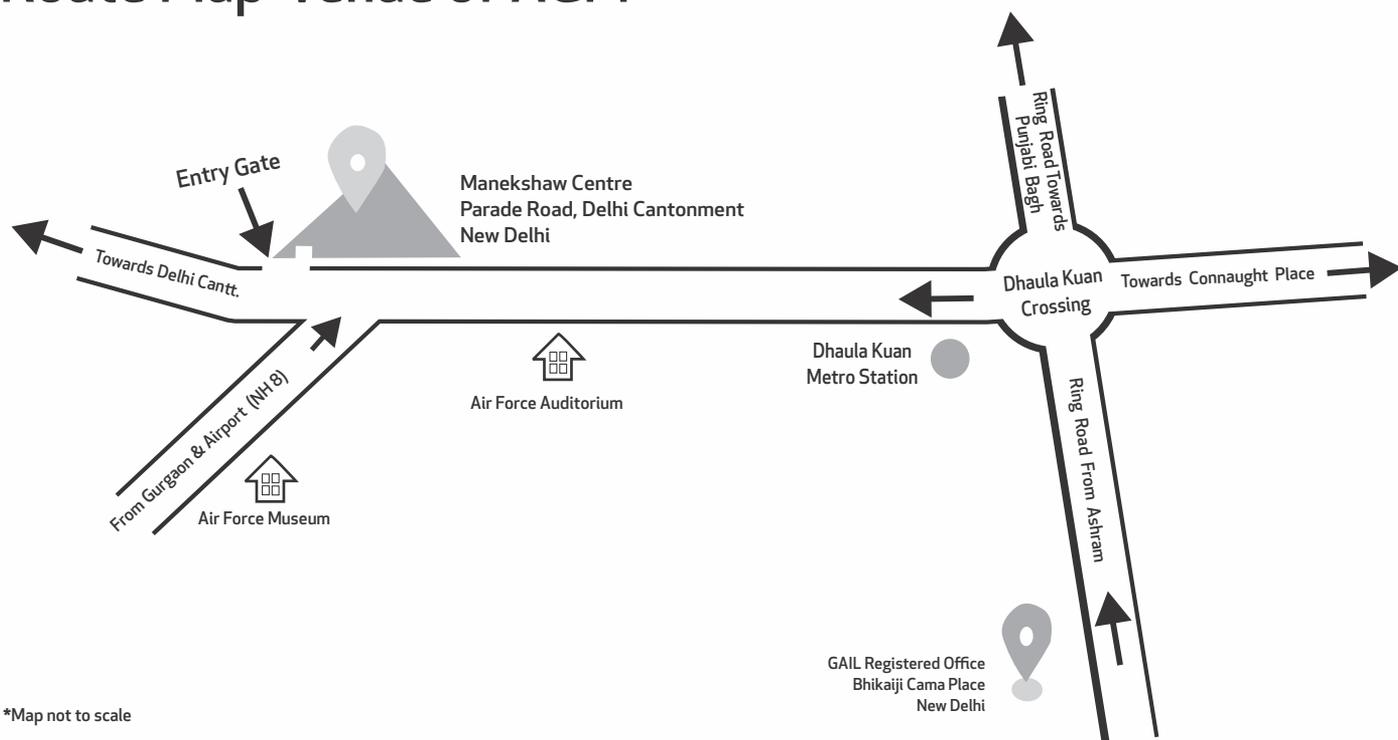
I hereby record my presence at the **Thirty-Third Annual General Meeting** of the members of GAIL (India) Limited on **Tuesday, the 12<sup>th</sup> day of September, 2017 at 10:30 a.m.** at **Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010**.

**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. **Nogifts** 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:** L40200DL1984GOI018976 **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-Third Annual General Meeting** of the members of GAIL (India) Limited will be held on **Tuesday, the 12<sup>th</sup> day of September, 2017** 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
<b>ORDINARY BUSINESS</b>			
1	Adoption of audited Financial Statements and audited consolidated financial statements of the Company for the year ended 31 <sup>st</sup> March, 2017 and Report of the Board of Directors and Auditors		
2	Approval of Final Dividend for the financial year ended 31 <sup>st</sup> March, 2017 and to confirm the payment of Interim Dividend already paid in February, 2017		
3	Appoint a Director in place of Dr. Ashutosh Karnatak, who retires by rotation, and being eligible, offers himself for re-appointment		
4	Authorization to the Board of Directors to fix the remuneration of the Joint Statutory Auditors for FY 2017-18		
<b>SPECIAL BUSINESS</b>			
5	Approval for appointment of Shri Dinkar Prakash Srivastava as Independent Director, not liable to retire by rotation		
6	Approval for appointment of Dr Anup K Pujari as Independent Director, not liable to retire by rotation		
7	Approval for appointment of Shri P.K. Gupta as Director (HR), liable to retire by rotation		
8	Approval for appointment of Shri Gajendra Singh as Director (Marketing), liable to retire by rotation		
9	Approval for ratification of remuneration of the Cost Auditors for FY 2016-17 and authorization to the Board of Directors to fix the remuneration for FY 2017-18.		
10	Approval for Material Related Party Transactions with Petronet LNG Limited for FY 2017-18		
11	Increase in Authorized Share Capital of the Company		
12	Issue, consolidate, re-issue of debt securities		
13	Approval for Private Placement of Securities		

Signed this..... day of..... 2017

**Affix Revenue Stamp ₹ 1/-**

**Signature of Shareholder**

**Signature of Proxy holder(s)**

**First**

**Second**

**Third**

### NOTES:

1. 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.
2. The Proxy Form should be signed across the stamp as per specimen signature registered with the R&TA/Depository Participant (DP).
3. 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.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. 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.