



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 : investorqueries@gail.co.in
Phone : 011-26182955 Fax : 011-26185941

NOTICE

NOTICE is hereby given that the **Thirtieth Annual General Meeting** of the members of **GAIL (India) Limited** will be held on **Wednesday, the 17th day of September, 2014 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 Statement and audited consolidated financial statement for the financial year ended 31st March, 2014, Directors' Report, Independent Auditors' Report and the comments thereupon of Comptroller & Auditor General of India and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT audited Financial Statement and audited consolidated financial statement for the financial year ended 31st March, 2014, Directors' Report, Independent Auditors' Report and the comments thereupon of Comptroller & Auditor General of India be and are hereby received, considered and adopted."

2. To declare final dividend @59% (₹5.9/- per share) on the paid-up equity share capital of the Company for the financial year ended 31st March, 2014 as recommended by the Board and confirm the payment of interim dividend @45% (₹4.5/- per share) already paid in the month of February, 2014 and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT total dividend @104% (₹10.4/- per share) on the paid-up equity share capital of the Company for the financial year ended on 31st March, 2014, including Final Dividend @59% (₹5.9/- per share) as recommended by the Board and Interim Dividend @45% (₹4.5/- per share) as approved by the Board and already paid in February, 2014, be and is hereby approved."

3. To appoint a Director in place of **Shri Prabhat Singh**, Director (Marketing) 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 Prabhat Singh, Director (Marketing) (DIN-03006541) 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 P. K. Singh**, who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT Shri P.K. Singh (DIN-03266262) 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 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 Statutory

Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the FY 2014-15, as may be deemed fit by the Board."

SPECIAL BUSINESS

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

6. **"RESOLVED THAT** pursuant to approval of Government of India vide order no. 4/471/T-1/2013/D/8160 dated 25.11.2013, the post-facto consent of the members be and is hereby accorded to enter into Framework Agreement for a period of Twenty Five (25) years from the date of approval by the Ministry of Corporate Affairs with Ratnagiri Gas and Power Private Limited (RGPPL) for utilization of RGPPL's LNG Terminal, situated at Dabhol Port at Village Anjanwel, Distt. Ratnagiri (Maharashtra)";
7. **"RESOLVED THAT** in accordance with the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013, Dr. Ashutosh Karnatak, (DIN-03267102) who was nominated by the President of India vide letter no. C-31022/1/2012-CA dated 13.11.2013 and appointed as an Additional Director w.e.f. 01.03.2014 by the Board of Directors, be and is hereby appointed as Director (Projects) 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** pursuant to the provisions of sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded for remuneration to be paid to the whole-time Directors including Chairman & Managing Director by way of salary, perquisites and allowances, incentive/performance linked incentive, etc. as per their respective terms of appointment by 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company be and is hereby authorized 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 the cost records of the various units of the Company for the financial year ending March 31, 2015, as may be deemed fit by the Board."

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

10. "RESOLVED THAT pursuant to the 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 members of the Company be and is hereby accorded for borrowing of INR Debt through secured / unsecured, redeemable, taxable Non - Convertible Bond(s) upto ₹ 2,000 crore till the conclusion of next AGM, in one or more tranches on private placement basis.

FURTHER RESOLVED THAT pursuant to the 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 members of the Company be and is hereby accorded for borrowing Foreign Currency Debt upto USD 750 million through Foreign Currency Bond(s) (Reg S Bonds) in one or more tranches with or without Medium Term Note (MTN) program 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, Foreign Currency Bond(s), the Board of Directors of the Company or any duly constituted Committee of the Board or such other authority as approved by the Board, be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the bonds/debentures/FCB are to be allotted, the number of bonds/debentures/FCB to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/debenture holders/ FCB holders, listing, issuing any declaration/undertaking etc. required to be included in the private placement Offer Letter and any other regulatory requirement for the time being in force."

By order of the Board

Sd/-

(N.K. Nagpal)

Company Secretary

Place: New Delhi

Date: 04.08.2014

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)
2. Pursuant to the provision 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. 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 proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. The following is annexed with the Notice:
 - i) Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Business.
 - ii) A brief resume of the Director(s) proposed for appointment/re-appointment as mandated in Clause 49 of the Listing Agreement.
 - iii) Complete instructions for e-voting.
4. The documents referred in the accompanying Notice and Explanatory Statement thereto, are open for inspection by members, at the Registered Office of the Company during office hours i.e. between 11:00 a.m. and 1:00 p.m., on all working days, except Saturday(s) / Sunday(s) / Holiday(s), upto the date of the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, the 30th August, 2014 to Wednesday, the 17th September, 2014 (both days inclusive)** to determine the entitlement of the final dividend @59% (₹ 5.9/- per share), if so, approved by the members of the Company at the aforesaid AGM. The Company had already paid interim dividend @45% (₹. 4.5/- per share) in the month of February, 2014. The said final dividend after declaration at the said 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 30th August, 2014; and
 - b) As Beneficial Owner(s) holding shares in **electronic mode**, details as furnished by the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for said purpose.
6. Members may kindly note that their Bank Account number upto 15-digit and 9-digit MICR Code, as noted in the records of their Depository Participant (DP), shall be used for the purpose of remittance of dividend through National Electronic Clearing Service (NECS), wherever applicable. Members should ensure that their correct bank details are noted in the records of the DP, **so that no NECS rejection takes place.**



7. Corporate members intending to send their authorized representative(s) to attend the meeting are required to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend on their behalf at the meeting.
8. Members who have not encashed their Dividend Warrant(s) may approach the R&TA/Company for issuance of demand draft(s) upon completion of necessary formalities in the said behalf in lieu of such warrant(s), at least 3 weeks before they are due for transfer to IEPF. No claim shall lie against the Fund/Company, in respect of the said amount. Regarding modalities of dividend and other updated information, members are requested to refer "Dividend" section of Report on Corporate Governance and may also visit 'Investor Zone' section at Company's website for further reference. R&TA has designated an exclusive e-mail ID viz. admin@mcsdel.com and mcsdell@mcsdel.com to facilitate investors to register their complaints, if any.
9. 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 the admission card, which will be provided at the counters of R&TA at the venue, in exchange for duly completed and signed Attendance Slip.
 - 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 provision of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Company may give notice etc. through electronic mode through e-mail as a text or as an attachment to e-mail or as a notification providing electronic link. This year, 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/annual_report.html.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

Ratnagiri Gas and Power Private Limited (RGPPL) is a Joint Venture between GAIL, NTPC, MSEB Holding Company Limited and Indian Financial Institution. RGPPL was formed as joint venture for taking over and operating erstwhile Dabhol Power Project assets consisting of Gas based combined cycle Power Block and LNG Block.

GAIL entered into Framework Agreement with RGPPL to utilize 80% capacity of 5 MMTPA LNG terminal of RGPPL which would facilitate GAIL to bring LNG cargoes at the Dabhol terminal. Shri R. D. Goyal and Shri Prabhat Singh were two common Directors in both the Companies (till 03.03.2014).

As per the provisions of section 297 of the erstwhile Companies Act, 1956 approval of the Board and Central Government was obtained. However, Government of India vide its approval order no. 4/471/T-1/2013/D/8160 dated 25.11.2013 granted approval for entering into for availing of services for utilization of LNG re-gasification facility from RGPPL subject to post-facto approval of members also in AGM.

No Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution.

Your Directors recommend the resolution for approval of members.

ITEM NO. 7

Dr. Ashutosh Karnatak was nominated as Director (Projects) on whole-time basis by the President of India vide letter no. C-31022/1/2012-CA dated 13.11.2013. He was appointed as an Additional Director on the Board of Directors of your Company w.e.f. 01.03.2014, till the conclusion of this Annual General Meeting, pursuant to the provisions of section 260 of the erstwhile Companies Act, 1956. The Board recommends that Dr. Ashutosh Karnatak may be appointed as Director (Projects) of the Company, liable to retire by rotation.

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

Dr. Ashutosh Karnatak is interested in this resolution to the extent of his appointment as a Director (Projects).

No other Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution.

ITEM NO. 8

Your Company being a Government Company, the remuneration of its Whole-time Directors is determined by the President of India, through Ministry of Petroleum & Natural Gas. The Part-time Director(s) (Government Nominee) do not receive any remuneration from the Company. Further, the Part-time non-official (Independent) Directors are paid sitting fee for attending meeting of the Board and Committee within the limit prescribed under the Companies Act, 2013 in addition to expenses incidental thereto.

Therefore, consent of the members is sought for remuneration to be paid to the whole-time Directors including Chairman & Managing Director by way of salary, perquisites and allowances, incentive/performance linked incentive, etc. as per their terms of appointment by President of India/Government of India from time to time.



Whole-time Directors are interested in the resolution. No other Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution.

Your Directors recommend the resolution(s) for approval of members..

ITEM NO. 9

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. However, the cost auditors for FY 2014-15 are yet to be appointed by the Board, therefore, consent of the members is sought for authorising the Board to approve the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

No Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution.

Your Directors recommend the resolution for approval of members.

ITEM NO. 10

Pursuant to provisions of the erstwhile Companies Act, 1956, 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, in line with SEBI guidelines after obtaining approval from Board of Directors.

Your Company's Board approved to borrow upto ₹ 2,000 crore through Non-Convertible debenture and upto USD 750 million through Foreign Currency Bonds (FCBs) (Reg. S) in one or more tranches with or without Medium Term Note (MTN) program for the purpose of any Merger and Acquisition transaction(s).

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 31.03.2014, net worth of your Company stood at ₹ 26,858 crore and the total Borrowed Funds were ₹ 10,268 crore. Therefore, your Company has sufficient leverage to raise the funds from the market without seeking the approval of members as per provisions of the Company 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 previous special resolution only 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 through Secured, Taxable, Redeemable, Non-convertible INR Bonds in the nature of Non-Convertible debenture upto ₹ 2,000 crore and upto USD 750 Million through Foreign Currency Bonds (Reg S Bonds).

No Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution.

Your Directors recommend the resolution for approval of members.

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

ITEM NO. 3

Shri Prabhat Singh is a Civil Engineer having graduated from the prestigious Indian Institute of Technology, Kanpur, and has around 29 years of experience of working in the Hydrocarbon Industry both in MNC and Public Sector Navratna PSUs at prominent positions.

Prior to joining GAIL as Director (Marketing), Shri Singh headed the Upstream Business Development and the Strategy Divisions in British Gas since April 2006. During his earlier stint in GAIL, he headed GAIL's Exploration and Production Department as General Manager. He made a major contribution in the execution of world's longest exclusive LPG pipeline project from Jamnagar to Loni. The project was recognized by the Asian Development Bank as the "Best Managed Project" of the year. He was also instrumental in ushering in of the "Open Access Common Carrier Principle" in India which brought in a paradigm shift and contributed manifold in transitioning the pipeline transportation industry of the country into the matured industry that it is today. Shri Prabhat Singh also led "Project Parivartan" in GAIL - a highly human oriented change management initiative which put "people at the heart of corporate purpose" to address the changing business environment.

Before joining GAIL (India) Limited and serving the company for almost 20 years, Shri Singh has also served EIL and NTPC.

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

S. No.	Directorship	Chairmanship /Membership
1.	GAIL Global (Singapore) Pte. Limited	NIL
2.	GAIL Gas Limited	

ITEM NO. 4

Shri P. K. Singh is an IAS from Manipur-Tripura cadre (1993). He has done B.Tech, Electrical from IIT, Delhi and Masters in Public Policy and Sustainable Development from TERI.

During his career spanning over two decades, he has held various positions in state of Manipur and Tripura at District Level as well as State Secretariat level. As Dy. Secretary, in the Ministry of Steel, he was in-charge for Policy, WTO Matters, allocation of resources and steel development. He was also the Director (Refinery) and Director (Supply and Pricing) in Ministry of Petroleum and Natural Gas. Presently, he is Joint Secretary (International Cooperation and Gas Projects), Ministry of Petroleum & Natural Gas, Government of India.

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

S. No.	Directorship	Chairmanship /Membership
1.	ONGC Videsh Limited	NIL

ITEM NO.7

Dr. Ashutosh Karnatak is an M. Tech from IIT Delhi, an MBA in Finance and a Ph. D. from University of Petroleum & Energy Studies (UPES), Dehradun. Dr. Karnatak is presently pursuing Post-Doctorate in Business Administration on 'Organizational Maturity in Project Management' from UPES, Dehradun. 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-Vijaipur, 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 the Directorship and Chairmanship/Membership of Committee(s) of the following other Companies:

S. No.	Directorship	Chairmanship /Membership
1.	GAIL Gas Limited	NIL

INSTRUCTIONS FOR E-VOTING

Pursuant to provisions of clause 35B of the Listing Agreement, section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, your Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 30th Annual General Meeting. The Company has engaged the services of Depository viz. Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evotingindia.com>. Please read the instructions printed below before exercising your vote.

The e-voting period commences on **9th September, 2014 (9:00 am)** and ends on **11th September, 2014 (6:00 pm)**. The 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 (record date) of **1st August, 2014**, may cast their vote electronically.

Members can opt only one mode for voting i.e. either by e-voting or vote at AGM. If member opts for e-voting, then member/proxy holder are not entitled to vote at AGM. However, in case member(s) cast their vote both via e-voting and at AGM also, then voting done through 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) In case a Member receives an e-mail from CDSL [for members whose email IDs are registered with the Depository Participant/Company]

- Launch internet browser by typing the following URL: www.evotingindia.com
- Click on "Shareholders" tab to cast your votes.
- If you are holding shares in demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login ID and password to be used.
- If you are a first time user follow the steps given below, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID registered with the Company followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat members as well as physical members). Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number e.g. if your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field.	

Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client ID e.g. in case of name is Rahul Mishra and Demat A/c client ID is 00001234 then default value of PAN is 'RA00001234'.

DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter any one of aforesaid details in order to login. In case either of the details are not recorded with the DP/Company, please enter the number of shares held by you as on 1 st August, 2014 in the Dividend Bank details field.

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Members holding shares **in physical form** will then reach directly the Electronic Voting Sequence Number (EVSN) selection screen. 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) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the relevant 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 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 you have forgotten password then enter the user ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

xv) Additional members (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote, in case the same is not upload before closure of voting, the vote so exercised will be rejected in the system.

xvi) In case you have any queries or issues regarding e-voting, you may refer Help Section at www.evotingindia.com under 'Frequently Asked Questions' (FAQs) and 'User manual for shareholders to cast their votes' or write an email to helpdesk.evoting@cdslindia.com or contact CDSL at 18002005533.

xvii) Members who could not cast their vote electronically, can only cast their vote at the Annual General Meeting.

B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Depository Participant/Company]

Please follow all steps from S.No. (i) to (xvi) above, to cast vote.

C) General Instruction

- 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. 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 is also available at Company's website www.gailonline.com
- c. Shri Sachin Agarwal, Company Secretary (Membership No. 5774) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Board of Directors has appointed Company Secretary as the person responsible for the e-voting process.
- d. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- e. The e-voting results shall be declared during the AGM of the Company, based on Scrutinizer's Report. After discussion of the enlisted agenda item in the AGM notice, the Chairperson will order Poll in respect of the said items. Poll will be conducted under supervision of Scrutinizer appointed for the purpose. After conclusion of the Poll, the Chairperson will declare the meeting as closed. 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 within two days of passing of the resolutions at the AGM of the Company and will also be communicated to the Stock Exchanges.


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:** investorqueries@gail.co.in

Phone: 011-26182955 **Fax:** 011-26185941

Name of the member(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 Thirtieth Annual General Meeting of the Company to be held on **Wednesday, the 17th day of September, 2014 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 Financial Statement and Report of the Board of Directors and Auditors for the year ended 31 st March, 2014		
2	Approval of Final Dividend for the financial year ended 31 st March, 2014 and to confirm the payment of Interim Dividend already paid in February, 2014		
3	Appoint a Director in place of Shri Prabhat Singh, who retires by rotation, and being eligible, seek re-appointment		
4	Appoint a Director in place of Shri P. K. Singh, who retires by rotation, and being eligible, seek re-appointment		
5	Authorization to the Board of Directors to fix the remuneration of the Statutory Auditors		
SPECIAL BUSINESS			
6	Approval for framework agreement with RGPPL		
7	Appointment of Dr. Ashutosh Karnatak as a Director liable to retire by rotation		
8	Approval for remuneration to be paid to the whole-time Directors		
9	Authorization to the Board of Directors to fix the remuneration of the Cost Auditors		
10	Approval for private placement of securities		

Signed this day of 2014

 Affix Revenue
Stamp Re./-

Signature of Member
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.





ATTENDANCE SLIP

GAIL (INDIA) LIMITED

Registered Office : 16, Bhikaiji Cama Place, R.K. Puram, New Delhi - 110066
CIN : L40200DL1984GOI018976 **Website :** www.gailonline.com **E-mail :** investorqueries@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 **Thirtieth Annual General Meeting** of the Company to be held on **Wednesday, the 17th day of September, 2014 at 10:30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi- 110010**

Signature of Member/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.