GAIL (INDIA) LIMITED
(A Government of India Undertaking)
Registered Office: 16, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066
CIN: L40200DL1984GOI018976 **Website:** www.gailonline.com **E-mail:** shareholders@gail.co.in, **Phone:** 011-26182955, **Fax:** 011-26185941

NOTICE

NOTICE is hereby given that the **Thirty-first Annual General Meeting** of the members of **GAIL (India) Limited** will be held on **Wednesday**, the **16th day** of **September, 2015** 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 31st March, 2015, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India and to pass the following resolution as an *Ordinary Resolution:*

   "RESOLVED THAT audited Financial Statements and audited Consolidated Financial Statement for the financial year ended 31st March, 2015, 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 @ 30% (₹3/- per share) on the paid-up equity share capital of the Company for the financial year ended 31st March, 2015 as recommended by the Board and to confirm the payment of interim dividend @30% (₹3/- per share) already paid in the month of March, 2015 and to pass the following resolution as an *Ordinary Resolution:*

   "RESOLVED THAT total dividend @ 60% (₹6/- per share) on the paid-up equity share capital of the Company for the financial year ended on 31st March, 2015, including Final Dividend @30% (₹3/- per share) as recommended by the Board and Interim Dividend @ 30% (₹3/- per share) as approved by the Board and already paid in March, 2015, be and is hereby approved."

3. To appoint a Director in place of Shri M. Ravindran, 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 M. Ravindran (DIN-02309551) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

4. 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."

5. To authorize Board of Directors of the Company to fix remuneration of the Joint Statutory Auditor(s) of the Company (M/s G.S. Mathur & Co. and M/s O P Bagla & Co.) 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 FY 2015-16."

SPECIAL BUSINESS

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

6. **"RESOLVED THAT** in accordance with the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013, Shri Subir Purkayastha, (DIN–06850526) who was nominated by the President of India vide letter no. C-31022/3/2013-CA/FTS:25 089 dated 06.01.2015 and appointed as an Additional Director and Chief Financial Officer (CFO) w.e.f. 01.05.2015 by the Board of Directors, be and is hereby appointed as Director (Finance) and CFO of the Company, liable to retire by rotation on such terms and conditions, remuneration and tenure as may be determined by the President of India/Government of India from time to time."

7. **"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 2014-15, amounting to ₹9,12,000/- plus applicable taxes and out of pocket expenses etc. be and is hereby ratified and confirmed.

   FURTHER RESOLVED THAT 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 cost records of the various units of the Company for the financial year 2015-16."

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

8. **"RESOLVED THAT** approval of the shareholders be and is hereby accorded for Material Related Party Transactions with Petronet LNG Limited for FY 2014-15 for ₹21,500 Crores approx. which exceeded 10% of the consolidated turnover of the Company and also for proposed Material Related Party Transactions with Petronet LNG Limited for FY 2015-16 for ₹25,000 Crores approx. which is likely to exceed 10% of the consolidated turnover of the Company, as per requirement of clause 49 of the Listing Agreement entered into with Stock Exchanges.

   FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to approve Transactions (procurement of LNG/RLNG and utilization of regasification facilities at LNG terminals) with Petronet LNG Limited, wherever required, on such terms and conditions as deemed fit.

9. **"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 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 the Companies Act, 2013, if any, the consent of the shareholders of the Company be and is hereby accorded for borrowing upto USD 750 million through Foreign Currency Bond(s) (Reg-S) (FCB) 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/ Offshore INR Bonds, Foreign Currency Bond(s), the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as approved by the Board be and is hereby authorized to do all such acts and decide all such related matters as may be required, including execution of necessary documents, deeds etc."

By order of the Board

Sd/-
(N.K. Nagpal)
Company Secretary

Place: New Delhi
Date: 5th August, 2015

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 issued by the Institute of Company Secretaries of India 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) 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 29th August, 2015 to Wednesday, the 16th September, 2015 (both days inclusive) to determine the entitlement of the final dividend @30% (₹3/- per share), if so, approved by the members of the Company at the aforesaid AGM. The Company had already paid interim dividend @ 30% (₹3/- per share) in the month of March, 2015. 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 29th August, 2015; 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.

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 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.**

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. 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.

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 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.

CHANGE OF REGISTRAR & TRANSFER AGENT OF THE COMPANY

Registrar & Transfer Agent of the Company (R&TA) has been changed from MCS Limited to MCS Share Transfer Agent Limited, (Category-I) in respect of Securities held in Demat and Physical mode.

The contact details of new R&TA are as under:

Name of R&T Agent	:	MCS Share Transfer Agent Limited
Address	:	F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020
Phone /Fax Nos.	:	Phone: 91-11-41406149-52 Fax:91-11-41709881
E-mail	:	admin@mcsregistrars.com
Website	:	www.mcsregistrars.com

IMPORTANT COMMUNICATION TO MEMBERS

As per 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/annual_report.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, NECS intimation etc. sent by the Company from time to time.

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

ITEM NO. 6

Shri Subir Purkayastha was nominated as Director (Finance) on whole-time basis by the President of India vide letter no. C-31022/3/2013-CA/FTS:25089 dated 06.01.2015. He was appointed as an Additional Director as per provision 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. He has also been appointed as Chief Financial Officer (CFO) of your Company as per provisions of section 203 of the Companies Act, 2013 & clause 49 of the Listing Agreement w.e.f. 01.05.2015. The Board recommended that Shri Subir Purkayastha may be appointed as Director (Finance) of the Company, liable to retire by rotation, on such terms and conditions, remuneration and tenure as may be determined by the President of India/Government of India from time to time. Details of remuneration last drawn and meetings of the Board attended during the financial year is 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 candidature as Director of the Company.

Shri Subir Purkayastha is interested in this resolution to the extent of his appointment as a Director (Finance). The relatives of Shri Subir Purkayastha 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 forming part of the Notice.

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 for approval of members.

ITEM NO. 7

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Rohit & Associates for Pondicherry, Rajamundry & Bangalore unit(s); M/s R Nanabhoy & Co. for Hazira, Vaghodia, Vadodra, Jhabua, Khera, Vijaipur, Auraiya, Agra, Kailaras, Chiansa & Noida (NCR) unit(s); M/s M Goyal & Co. for Mumbai & Vadodra unit(s); M/s Dhananjay V. Joshi & Associates for VSPL & JLPL unit(s) and M/s DGM & Associates for Agartala & Lakwa unit(s) as cost auditors to conduct the audit of the cost records of the Company for the financial year 2014-15.

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 2014-15 for the services rendered by them. Cost auditors for FY 2015-16 are yet to be appointed by the Board, therefore, consent of the members is sought authorizing the Board to approve the remuneration payable to the Cost Auditors for the financial year 2015-16.

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. 8

As per clause 49 of the Listing Agreement effective from 01.10.2014, approval of the shareholders through special 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 and is required to be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014.

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 clause 49 of the Listing Agreement. 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.

Consolidated turnover of the Company as per audited financial statements for FY 2013-14 was ₹61,644 Crores. Transactions with PLL for FY 2014-15 were approx. ₹21,500 Crores which is more than 10% of consolidated turnover of the Company for FY 2013-14.

Consolidated turnover of the Company as per audited financial statements for FY 2014-15 was ₹60,515 Crores and the expected value of transactions with PLL for FY 2015-16 which are likely to be approx. ₹25,000 Crores which will be more than 10% of consolidated turnover of the Company for FY 2014-15.

In view of the above consent of shareholders is required for the aforesaid transactions with PLL in terms of clause 49 (VII) of the Listing Agreement.

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. 9

In line with SEBI 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 ₹2500 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 and USD 750 million through Foreign Currency Bonds (Reg-S) (FCBs) in one or more tranches with or without Medium Term Note (MTN) program.

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 31.03.2015, net worth of your Company stood at ₹28,888 crore and the total Borrowed Funds were ₹9,322 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 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 ₹2500 crores through Secured/Unsecured/Redeemable/ Taxable/Non-Convertible Bond(s)/Offshore INR Bonds in one or more tranches on private placement basis and upto USD 750 Million through Foreign Currency Bond(s) (RegS)(FCB) in one or more tranches with or without Medium Term Note (MTN).

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.

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

ITEM NO. 3

Shri M. Ravindran (58 years) is Director (HR) w.e.f. 01.06.2013 and is Mechanical Engineer from NIT, Kurukshetra, with a Post Graduation in Management. He has over 33 years of rich and diverse experience in the fertilizer, oil and gas sector, particularly Petrochemicals, Natural Gas Pipelines & City Gas Distribution.

He joined GAIL in the year 1990 and since then has been a part of a number of important GAIL projects. One of his major contributions was in the execution of GAIL's first 400 KTA Petrochemical Complex Project at Pata, Distt. Auraiya, U.P and was also in-charge of the Operation & Maintenance of GAIL's HVJ & associated Pipelines & Gas Processing Unit at Vijaipur, M.P.

He has the distinction of being the first CEO of GAIL's wholly owned subsidiary, GAIL Gas Limited from 2008 to 2011 during which period, he was instrumental in formulating the Company's business policies, particularly those in the domain of Human Resources. It was during his tenure as CEO that GAIL Gas Limited participated in the first round of CGD bidding and won the licenses for the cities of Sonepat, Kota, Dewas & Meerut under the regulatory regime.

Prior to his appointment as Director (HR), Sh. Ravindran held the position of Managing Director of Indraprastha Gas Ltd. (IGL), a Joint Venture of GAIL & BPCL and the sole supplier of Compressed Natural Gas (CNG) and Piped Natural Gas (PNG) in National Capital Region of Delhi & NCR.

Performance Management System and formalization of various HR Policies crucial to organizational growth of IGL were among the important initiatives undertaken by him during his tenure as MD, IGL.

Shri Ravindran holds 75 equity shares of the Company.

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

S. No.	Directorship	Chairmanship/Membership of Committee(s)
1	Bhagyanagar Gas Limited	NIL
2	GAIL Global (USA) Inc.	
3	GAIL Global (USA) LNG LLC	
4	Green Gas Limited	
5	Indraprastha Gas Limited	
6	ONGC Petro-additions Limited	

ITEM NO. 4

Dr. Ashutosh Karnatak (55 years) is Director (Project) w.e.f. 01.03.2014 and 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-Vijaipur, Dahej-Uran, Dabhol-Panvel, CGD networks in Mumbai, R-LNG terminal at Dabhol, and execution of projects like, LPG gas processing plant at Gandhar, 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 holds the Directorship and Chairmanship/Membership of Committee(s) of the following other Companies:

S. No.	Directorship	Chairmanship/Membership of Committee(s)
1	GAIL Gas Limited	Audit Committee - Member
2	Mahanagar Gas Limited	Audit Committee - Member

ITEM NO. 6

Shri Subir Purkayastha (56 years) is Director (Finance) and Chief Financial Officer (CFO) w.e.f. 01.05.2015 and is a Chartered Accountant and Company Secretary by profession. Shri Subir Purkayastha has a rich experience of nearly 30 years' in the areas of Corporate Finance and Treasury including Forex Risk Management, Capital Budgeting, Corporate Budgets, Corporate Accounts, Finalization of Long Term LNG and Gas Agreements, Liquefaction and Regasification Terminal Service Agreement., Shareholders Agreement.

Prior to his appointment as Director (Finance), he held the position of Executive Director (Finance & Accounts) in GAIL. As Executive Director (Finance), he was heading Corporate Finance and Treasury section to mobilize funds from domestic and international markets and taking investment decisions in large infrastructure projects. He was also actively involved in Investor relations and interactions with Analysts fraternity. He has also served on secondment to Petronet LNG Ltd. during its formative years from 1998 to 2002. Thereafter, he served at GAIL's largest manufacturing unit viz. petrochemical plant at Pata, U.P. for 4 years. It was during this stint he introduced e-budgeting for preparation and control of capital and revenue budget.

Shri Purkayastha holds NIL equity shares of the Company.

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

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

INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to the provisions of clause 35B of the Listing Agreement and 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 31st 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 https://www.evotingindia.com. Please read the instructions printed below before exercising your vote.

The remote e-voting period commences on **Saturday, 12th September, 2015 (9:00 am)** and ends on **Tuesday, 15th September, 2015 (5:00 pm).** 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 of **Wednesday, 9th September, 2015,** 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

(ii) Click on Shareholders

(iii) Now enter your User ID:

a. For CDSL: 16 digits beneficiary ID

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and have voted earlier on www.evotingindia.com for any Company, then your existing login ID and password to be used.

(vi) If you are a first time user follow the steps given below

For Members holding shares in Demat Form & Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat members as well as physical members). 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 which is printed on Address Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth	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 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 resolutions contained in this notice.
- However, member 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) Click on the relevant Electronic Voting Sequence Number (EVSN) on which you choose to vote.

(viii) 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.

(ix) Click on the "Resolutions File Link" if you wish to view the entire Resolution(s).

(x) 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.

(xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xiii) 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.

(xiv)) Note for non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians:

- log on to 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.
- 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 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 they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same in case the same is not uploaded before closure of voting, the vote so exercised will be rejected in the system.

(xv) In case of any queries or issues regarding remote e-voting, members may also refer 'Frequently Asked Questions' (FAQs) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact CDSL at 18002005533.

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

(xvii) 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. **Wednesday, 9th September, 2015.** 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.

c. Based on the consent received from Shri Sachin Agarwal, 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 meeting as closed. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting 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 three 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 and on the website of CDSL. 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, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066
CIN: L40200DL1984GOI018976 Website: www.gailonline.com E-mail: shareholders@gail.co.in
Phone: 011-26182955, Fax: 011-26185941

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

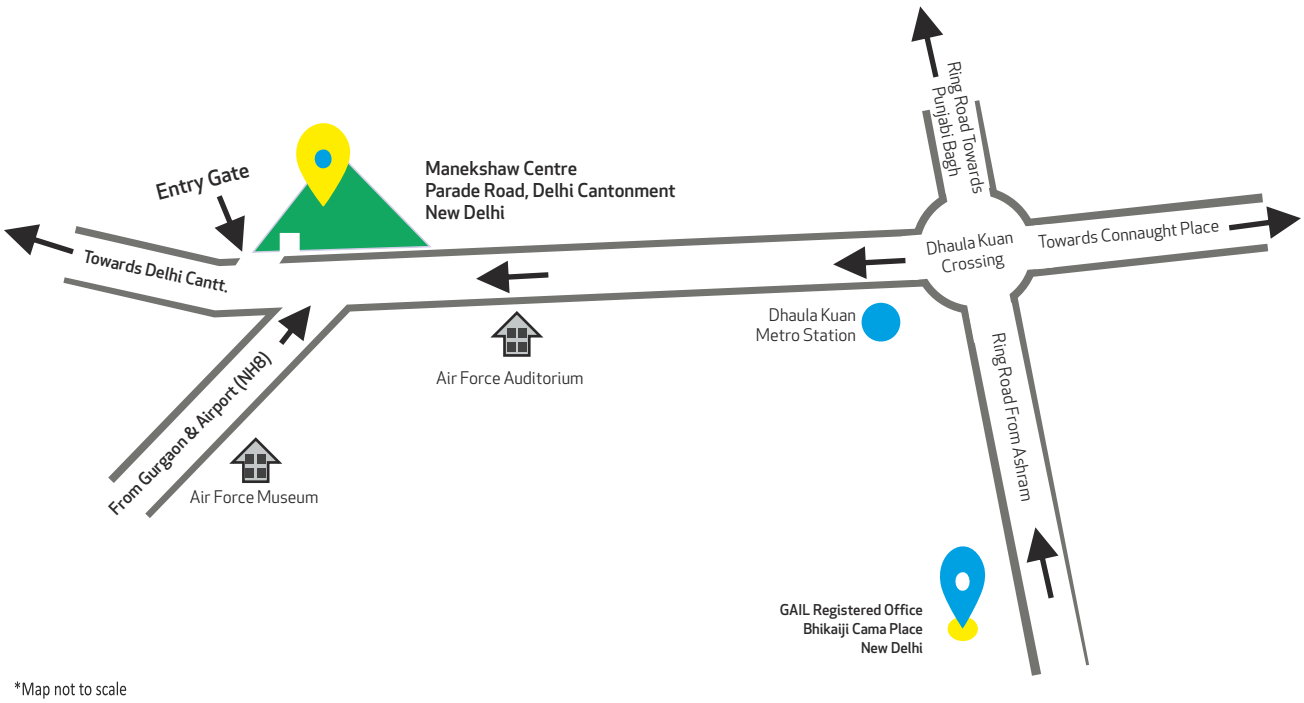
I hereby record my presence at the **Thirty-first Annual General Meeting** of the members of GAIL (India) Limited at **Manekshaw Centre,** Parade Road, Delhi Cantonment, New Delhi-110010 on **Wednesday,** the **16th day of September, 2015** at **10:30 a.m**.

Signature of Shareholder/Proxy holder

NOTES:

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

Route Map-Venue of AGM



*Map not to scale

PROXY FORM

GAIL (INDIA) LIMITED
Registered Office: 16, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066
CIN: 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-first Annual General Meeting** of the members of GAIL (India) Limited will be held on **Wednesday,** the **16th day of September, 2015** at **10:30 a.m.** at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010 and at any adjournment thereof in respect of such resolutions as are indicated below:-

S. No.	Resolution	Vote	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Audited Financial Statement and Audited Consolidated Financial Statement of the Company for the year ended 31st March, 2015 and Report of the Board of Directors and Auditors		
2	Approval of Final Dividend for the financial year ended 31st March, 2015 and to confirm the payment of Interim Dividend already paid in March, 2015		
3	Appoint a Director in place of Shri M. Ravindran, who retires by rotation, and being eligible, seeks re-appointment		
4	Appoint a Director in place of Dr. Ashutosh Karnatak, who retires by rotation, and being eligible, seeks re-appointment		
5	Authorization to the Board of Directors to fix the remuneration of the Joint Statutory Auditors		
SPECIAL BUSINESS			
6	Appointment of Shri Subir Purkayastha as a Director (Finance) and CFO liable to retire by rotation		
7	Approval of remuneration of the Cost Auditors and authorization to the Board of Directors to fix the remuneration of the Cost Auditors		
8	Approval for Material Related Party Transactions with Petronet LNG Limited		
9	Approval for Private Placement of Securities		

Signed this..... day of..... 2015

Affix Revenue Stamp Re. 1/-

Signature of Proxy holder(s) First Second Third **Signature of Shareholder**

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.