



NOTICE

NOTICE is hereby given that the **Twenty-Ninth Annual General Meeting** of the members of **GAIL (India) Limited** will be held on **Wednesday, the 25th day of September, 2013** at **10.30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi- 110010** to transact the following business(es):-

ORDINARY BUSINESS

- To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013, Statement of Profit & Loss for the year ended 31st March, 2013, Directors' Report, Independent Auditor's Report and the comments thereupon of Comptroller & Auditor General of India.
- To declare final dividend @ 56% (₹ 5.6/- per share) on the paid-up equity share capital of the Company for the year ended 31st March, 2013 as recommended by the Board and confirm the interim dividend @ 40% (₹ 4/- per share) already paid in the month of February, 2013.
- To appoint a Director in place of Shri S. Venkatraman, who retires by rotation, and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Shri P. K. Jain, who retires by rotation, and being eligible, offers himself for re-appointment.

Place: New Delhi
Dated: 14.08.2013

5. To appoint a Director in place of Shri Arun Agarwal, who retires by rotation, and being eligible, offers himself for re-appointment.

6. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of section 224(8) (aa) of the Companies Act, 1956 and to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the FY 2013-14, as may be deemed fit by the Board."

SPECIAL BUSINESS

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

- "RESOLVED THAT** in accordance with the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Shri P. K. Singh, who was nominated by the President of India vide letter No. 31033/1/2012-CA dated 10.04.2013 and appointed as an Additional Director w.e.f. 10.04.2013 by the Board of Directors, be

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

8. **"RESOLVED THAT** in accordance with the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Shri M. Ravindran, who was nominated by the President of India vide letter No. C-31022/4/2011-CA dated 28.03.2013 and appointed as an Additional Director w.e.f. 01.06.2013 by the Board of Directors, be and is hereby appointed as a 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 from time to time."

9. **"RESOLVED THAT** in accordance with the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956, Shri Rajive Kumar, who was nominated by the President of India vide letter No. C-31033/1/2012-CA dated 26.06.2013 and appointed as an Additional Director w.e.f. 26.06.2013 by the Board of Directors, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ID ARE REQUESTED TO UPDATE THE SAME AT THE EARLIEST WITH THEIR RESPECTIVE DP (FOR ELECTRONIC HOLDING) OR WITH R&TA/COMPANY (FOR PHYSICAL HOLDING).

10. Members 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 including Proxy holders.

(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 pricecess, mobile phones, bags, helmets, eatables and other belongings

2. The Register of Members and Share Transfer Book of the Company shall remain closed from Saturday, the 7th September, 2013 to Friday, the 25th September, 2013 (inclusive) to determine the entitlement of the final dividend @ 56% (₹ 5.6/- per share) in the month of February 2013. The said final dividend after declaration at the said AGM, will be paid to those eligible members whose name(s) appear:-

(a) as member(s) holding shares in physical mode, in the Register of Members of the Company after giving effect to all valid and complete transfers, lodged with R&TA/Company on or before 7th September 2013; 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.

8. Members may kindly note that their Bank Account number upto 8-digit and 9-digit

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 WITH THE NOTICE).**

2. Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed herewith.

3. A brief resume of the Director(s) proposed for appointment/re-appointment as mandated in Clause 49 of the Listing Agreement is annexed with the Notice.

4. The documents referred in the accompanying Notice and Explanatory Statement thereto, are open for inspection by members, at the Registered Office of the Company during office hours i.e. between 11:00 a.m. and 1:00 p.m., on all working days, except Saturday(s)/Sunday(s)/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 7th September, 2013 to Wednesday, the 25th September, 2013 (both days inclusive)** to determine the entitlement of the final dividend @ 56% (₹ 5.6/- per share), if so, approved by the members of the Company at the aforesaid AGM. The Company had already paid interim dividend @ 40% (₹ 4/- per share) in the month of February, 2013. The said final dividend after declaration at the said AGM, will be paid to those eligible members whose name(s) appear:-

a) as member(s) holding shares in **physical mode**, in the Register of Members of the Company after giving effect to all valid and complete transfers, lodged with R&TA/Company on or before **7th September, 2013**; 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 and vote on their behalf at the meeting.

8. Members holding shares in multiple folios in **physical mode** are requested to apply for consolidation to the R&TA/Company along with relevant Share Certificates. R&TA is not processing the remat request(s), unless involved conversion of entire shareholding held in demat mode.

9. 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 **mcsdmail@mcsdel.com** to facilitate investors to register their complaints, if any.

10. Members are requested to:-

i) bring their copy of Annual Report and Attendance Slip at the venue of the meeting.

ii) please **carry photo ID card** for identification/verification purposes including **Proxy holders**.

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 shareholders/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 **shareholders present in person or through registered proxy** shall only be entertained.

vii) note that in case of **joint holders** attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

viii) note that the attendance slip/proxy form should be **signed** as per the specimen signature registered with the R&TA/DP.

ix) quote their Folio/DP & Client Id No. in all correspondences with the R&TA/Company.

IMPORTANT COMMUNICATION TO MEMBERS

Ministry of Corporate Affairs has taken a "Green initiative in Corporate Governance" by allowing paperless compliance by the Companies. In order to support the said initiative, like previous years, R&TA has sent e-mail to members to inform their desire to receive Annual report, documents etc. sent by Company from time to time in electronic/physical form. This year also, your Company has sent the copy of the Annual Report along with the notice convening the AGM through e-mail to those members, who provided e-mail to their DP or R&TA and have opted not to receive the Annual report in physical form.

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ID ARE REQUESTED TO UPDATE THE SAME AT THE EARLIEST WITH THEIR RESPECTIVE DP (FOR ELECTRONIC HOLDING) OR WITH R&TA/COMPANY (FOR PHYSICAL HOLDING).



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

ITEM NO. 7

Shri P.K. Singh was nominated as part-time Director (Government Nominee) by the President of India vide letter No. 31033/1/2012-CA dated 10.04.2013. He was appointed as an Additional Director on the Board of Directors of your Company w.e.f. 10.04.2013, till the conclusion of this Annual General Meeting, pursuant to the provisions of section 260 of the Companies Act, 1956. The Board recommends that Shri P.K. Singh may be appointed as a Director, liable to retire by rotation.

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

Your Directors recommend the resolution for approval of the members. Shri P.K. Singh is interested in this resolution to the extent of his appointment as a Director. No other Director of the Company is concerned/interested in the proposed resolution.

Sl. No.	Name of the Member	Shareholding
1	Shri P.K. Singh	Nil
2	Shri M. Ravindran	Nil
3	Shri Rajive Kumar	Nil

ITEM NO. 8

Shri M. Ravindran was nominated as Director (HR) on whole-time basis by the President of India vide letter No. C-31022/4/2011-CA dated 28.03.2013. He was appointed as an Additional Director on the Board of Directors of your Company w.e.f. 01.06.2013, till the conclusion of this Annual General Meeting, pursuant to the provisions of section 260 of the Companies Act, 1956. The Board recommends that Shri M. Ravindran may be appointed as a Director (HR) of the Company, liable to retire by rotation.

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

Your Directors recommend the resolution for approval of the members. Shri M. Ravindran is interested in this resolution to the extent of his appointment as a Director (HR). No other Director of the Company is concerned/interested in the proposed resolution.

ITEM NO. 9

Shri Rajive Kumar was nominated as part-time Director (Government Nominee) by the President of India vide letter No. C-31033/1/2012-CA dated 26.06.2013. He was appointed as an Additional Director on the Board of Directors of your Company w.e.f. 26.06.2013, till the conclusion of this Annual General Meeting, pursuant to the provisions of section 260 of the Companies Act, 1956. The Board recommends that Shri Rajive Kumar may be appointed as a Director, liable to retire by rotation.

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

Your Directors recommend the resolution for approval of the members. Shri Rajive Kumar is interested in this resolution to the extent of his appointment as a Director. No other Director of the Company is concerned/interested in the proposed resolution.

Sl. No.	Name of the Member	Shareholding
1	Shri P.K. Jain	Nil
2	Shri M. Ravindran	Nil
3	Shri Rajive Kumar	Nil

ITEM NO. 2

Shri Anu Agarwal is a graduate in commerce and a fellow member of the Institute of Chartered Accountants of India. In a professional career spanning over 37 years, he has rendered services in the field of audit, consultancy in company law matters, income tax matters, service tax and other fiscal laws to various public sector companies, Public Sector Banks, Co-Operative Sector, Private Sector Companies and other forms of business establishments.

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

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

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

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

ITEM NO. 4

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

Shri Jain has wide exposure and expertise in the area of financial and treasury management and was involved in restructuring of loan portfolio, raising funds at competitive rates through various sources including bonds (domestic, international), ECB, ECA, Term loans to have the optimal cost of

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 S. Venkatraman is Director (Business Development) of GAIL (India) Limited and is in-charge of GAIL's Business Development, Project Development, Petrochemical operations, Exploration & Production and global ventures.

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

Shri S. Venkatraman has done B.Sc. (Physics) from University of Madras in 1973. In 1976, he completed Diploma in Instrumentation from Madras Institute of Technology, Madras and thereafter Diploma in Management from All India Management Association, New Delhi in 1989. He started his career in 1976 with Instrumentation Ltd., Kota and worked there at various levels till December 1990.

Shri Venkatraman holds 300 equity shares of the Company.

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

S. No.	Directorship	Chairmanship/ Membership
1.	GAIL China Gas Global Energy Holdings Limited	NIL
2.	Aavantika Gas Limited	
3.	GAIL Global (USA) Inc.	
4.	GAIL Global (USA) LNG LLC	
5.	Tripura Natural Gas Company Limited	
6.	GAIL Global (Singapore) Pte. Limited	
7.	Brahmaputra Cracker & Polymer Limited	
8.	Fayum Gas, Egypt	
9.	NATGAS, Egypt	
10.	ONGC Petro-additions Limited	Audit Committee - Member

ITEM NO. 4

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

Shri Jain has wide exposure and expertise in the area of financial and treasury management and was involved in restructuring of loan portfolio, raising funds at competitive rates through various sources including bonds (domestic/International), ECB, ECA, Term Loans to have the optimal cost of

capital. He also has a rich experience in the area of project evaluation, financial appraisal of projects and headed finance team during execution of major projects of GAIL like pipelines, petrochemicals, E&P, Pricing, Tariff Determination, Risk Management and Internal audit. He has extensively travelled internationally and has represented the company in different roadshows for IPO/Disinvestment.

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

He joined GAIL in 1985 in the early stages of the Company and has immensely contributed to the growth of the company. Before joining GAIL, Sh. P K Jain had served in various capacities in different companies like ONGCLtd.and Union Bank of India.

Shri Jain holds 45 equity shares of the Company.

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

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

ITEM NO. 5

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

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

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

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

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



S. No.	Directorship	Chairmanship/ Membership
1.	Interlink Petroleum Limited	a. Audit Committee-Chairman b. Shareholders' Grievance Committee-Member
2.	State Bank of Patiala	Audit Committee-Chairman
3.	Shivang Helmets Pvt. Ltd.	Nil
4.	Catlyst Media Pvt. Ltd.	
5.	Taurus Portfolio Limited	

ITEM NO. 7

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), Ministry of Petroleum & Natural Gas, Government of India.

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

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. 8

Shri M. Ravindran, Director (HR) of your Company, 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 CGD first round of 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 largest sole supplier of Compressed Natural Gas (CNG) and Piped Natural Gas (PNG) in National Capital Region of Delhi & NCR.

Among the many important initiatives undertaken by him at IGL, was the development of the Performance Management System and formalization of various HR Policies crucial to organizational growth.

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
1.	Mahanagar Gas Limited	Nil
2.	ONGC Petro-additions Limited	Shareholders Issues and Grievances Redressal Committee-Member

ITEM NO. 9

Shri Rajive Kumar, Additional Secretary, Ministry of Petroleum & Natural Gas belongs to the 1981 batch of IAS Uttar Pradesh cadre. He holds a post graduate degree in Physics as well as a Masters degree in Public Administration (MPA) from Harvard.

Shri Rajive Kumar has handled several key assignments in the State including Urban and Rural Development, Personnel, District Administrative and a long stint in the Industrial Development Sector serving as Chief Executive Officer in several State PSUs.

He has also held important position in Government of India; as Joint/Additional Secretary in the Cabinet Secretariat and as Joint Secretary in the Department of Economic affairs, Ministry of Finance.

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

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

S. No.	Directorship	Chairmanship/ Membership
1.	Indian Oil Corporation Limited	Nil
2.	Indian Strategic Petroleum Reserves Limited	