



**गेल (इंडिया) लिमिटेड**

(भारत सरकार का उपक्रम - महारत्न कंपनी)

**GAIL (India) Limited**

(A Government of India Undertaking - A Maharatna Company)

गेल भवन,  
16 भीकाएजी कामा प्लेस  
नई दिल्ली-110066, इंडिया  
GAIL BHAWAN,  
16 BHIKAJI CAMA PLACE  
NEW DELHI-110066, INDIA  
फोन/PHONE: +91 11 26182955  
फैक्स/FAX: +91 11 26185941  
ई-मेल/E-mail: info@gail.co.in

**ND/GAIL/SECTT/2019**

**May 31, 2019**

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G  
Block, Bandra-Kurla Complex, Bandra  
(East) Mumbai – 400051

Listing Department  
BSE Limited  
Floor 1, Phiroze Jeejeebhoy  
Towers Dalal Street  
Mumbai – 400001

**Sub.: Passing of Resolution(s) by Postal Ballot/E-voting -Issuance of Bonus Shares 2019**

Dear Sir,

This is in continuation to our letter of even no. dated 27.05.2019.

Please find enclosed herewith copy of Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form being dispatched to the shareholders of the Company seeking consent of its shareholders through mechanism of postal ballot/E-voting pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014.

Remote e-voting period will commence on **Sunday, 02<sup>nd</sup> June, 2019 at 9:00 A.M. (IST) and ends on Monday, 1<sup>st</sup> July, 2019 at 5:00 P.M. (IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 24<sup>th</sup> May, 2019**, only shall be entitled to avail the facility of remote e-voting/postal ballot form. Last Date for receipt of Postal Ballot Form by the Scrutinizer is **Monday, 1<sup>st</sup> July, 2019 at 5:00 P.M. (IST)**.

This is to further inform that the results of Postal Ballot & E-voting will be announced on **Tuesday, 2<sup>nd</sup> July, 2019**.

This is in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above is for your reference and records please.

Thanking you.  
Yours faithfully

(A.K. Jha)  
Company Secretary

**Encl.: As above**

सीआईएन/CIN  
L40200DL1984G01018976  
www.gailonline.com

Copy to:

1. Deutsche Bank AG, Filiale Mumbai  
TSS & Global Equity Services  
The Capital, 14th Floor  
C-70, G Block, Bandra Kurla Complex  
Mumbai -400051  
K/A-Ms.Aparna Salunke
2. London Stock Exchange,  
Regulatory News Service Department (RNS)  
10, Paternoster Square,  
London EC4M7LS  
*AVS No.- 961297*
3. Central Depository Services (India) Limited  
17<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400001
4. National Securities Depository Limited  
Trade World, A wing, 4<sup>th</sup> & 5<sup>th</sup> Floors  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai – 400013
5. MCS STA Limited, R&TA-  
New Delhi  
K/A – Shri Ajay dalal



# GAIL (INDIA) LIMITED

(A Government of India Undertaking)

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

CIN : L40200DL1984GOI018976 Website : www.gailonline.com E-mail : shareholders@gail.co.in

Phone : 011-26182955, Fax : 011-26185941

## NOTICE TO THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force, that the resolution appended below for issue of Bonus Shares is proposed to be passed by way of postal ballot / remote e-voting.

GAIL (India) Limited (the "Company") proposes to issue bonus shares as approved by the Board in its 402<sup>nd</sup> Meeting held on 27.05.2019 by way of capitalisation of its reserves. The proposed Resolutions and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of shareholders along with the Postal Ballot Form.

The Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form in all respect in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than on **Monday, 1<sup>st</sup> July, 2019 by 5.00 PM (IST)**. The Company is also providing remote e-voting facility for voting on the Resolutions.

Shareholders desiring to opt for remote e-voting facility are requested to read the notes to the Postal Ballot Notice and instructions given thereunder for e-voting purpose.

### Issue of Bonus Shares by way of Capitalisation of Reserves

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

**"RESOLVED THAT –**

- i. *pursuant to Section 63 of the Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time, Article 98 of the Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 and other applicable laws, rules, regulations, etc., if any and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize a sum of Rs. 22,55,07,09,330/- out of the Free Reserves Account or such other account for distribution among the holders of existing fully paid equity shares of Rs. 10/- each of the Company, whose names will appear in the Register of Members / Beneficial Owners' Position of the Company (including Global Depository Receipt "GDR" holder ) on Record Date to be decided by the Board of Directors for this purpose (which expression shall also include a Committee thereof/ CMD), as an increase of the nominal amount of the equity share capital of the Company held by each such shareholder (including GDR holder), and not as income or in lieu of dividend, credited as 22,55,07,09,33 new fully paid equity shares of Rs. 10/- each as bonus shares in the proportion of 1(one) new equity bonus share of Rs. 10/- each for every 1(one) existing fully paid equity share of Rs. 10/- each held.*
- ii. *the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects/ and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.*
- iii. *no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued to shareholders holding shares in physical mode and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who hold the existing equity shares in electronic form.*
- iv. *the allotment of the new equity bonus shares and payment in respect of fractional entitlement, if any, to the extent that they relate to non-resident members of the Company (including GDR holders), shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 or / and other applicable laws, rules, regulations, etc., if any as may be deemed necessary or any other statutory authorities.*
- v. *the Board shall not issue any certificate or coupon in respect of fractional shares, but the total number of such new equity shares representing such fractions shall be allotted by the Board (which expression shall also include a Committee thereof) to a nominee(s) to be selected/appointed by the Board, who would hold them as trustee(s) for the equity shareholders who would have entitlement to such fractions. Such nominee(s) will as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting/ deducting the cost and expenses in respect thereof, be distributed among such members who are entitled to such fractions in proportion of their respective holding and allotment of fractions thereof.*
- vi. *the Board or such other authority as approved by the Board be and is hereby authorized to take necessary steps for Listing of such Bonus Shares (including GDRs) on the Stock Exchanges where the equity shares of the Company are listed, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Guidelines, Rules and Regulations and amendments made thereto.*
- vii. *for the purpose of giving effect to the aforesaid resolutions, the Board / Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper."*

Place : New Delhi  
Date : 30.05.2019

By order of the Board  
Sd/-  
(A.K.Jha)  
(Company Secretary)

### NOTES

1. 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) The business set out in the Notice also be transacted through electronic voting system and the Company is providing facility for voting by electronic means (instructions for remote e-voting are annexed).
2. 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).
3. Pursuant to the regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015] and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and amendments made thereto, the Company is providing to its members facility to exercise their right to vote on all resolutions set forth in the Notice by electronic means. The members may cast their votes using an electronic voting system ('remote e-voting'). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility.
4. The Postal Ballot Notice is being sent to all the members, whose names appear 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) and as member(s) holding shares in **physical mode**, in the Register of Members of the Company as on the close of the business hours on **Friday, 24<sup>th</sup> May, 2019**.
5. The voting shall be reckoned in proportion to a member's share of the paid-up Equity share capital of the Company as on the cut-off date i.e. **Friday, 24<sup>th</sup> May, 2019** for remote e-voting and postal ballot.
6. The remote e-voting period commences on **Sunday, 02<sup>nd</sup> June, 2019 at 9:00 A.M. (IST) and ends on Monday, 1<sup>st</sup> July, 2019 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter.
7. Shareholders who opt to vote by Postal ballot form shall ensure that the duly completed form should reach the Scrutinizer on or before **Monday, 1<sup>st</sup> July, 2019 at 5:00 P.M. (IST)**
8. Any shareholder who has not received the postal ballot form may write to the Company or its Registrar & Share Transfer Agent (RTA)- MCS Share Transfer Agent Ltd. for obtaining a duplicate / additional form.
9. Members can opt only one mode for voting i.e. either by remote e-voting or postal ballot. However, in case member(s) cast their vote both via remote e-voting and through postal ballot, then voting done through remote e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid. Once the vote on a resolution is cast by the member electronically, the member shall not be allowed to change it subsequently.
10. Based on the consent received from Shri Sachin Agarwal, Practicing Company Secretary (Membership No. 5774), Board has appointed him as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Board of Directors has appointed the Company Secretary as the person responsible for remote e-voting and postal ballot process.

**PAN\***

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat members as well as physical members).



# GAIL (INDIA) LIMITED

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

CIN : L40200DL1984GOI018976 Website : www.gailonline.com E-mail : shareholders@gail.co.in

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## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

- Name(s) of Member(s) :
- Address :
- Folio No./ DP & Client ID :
- No. of shares held :
- I/We hereby exercise my/our vote in respect of the following Ordinary Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company dated 30.05.2019 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below :

S. No.	Description	No. of Shares	I / We Assent to the Resolution (FOR)	I / We Dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for issuance of bonus shares			

Place :

Date :

Signature of the Member(s)

**NOTE : Last Date for receipt of Postal Ballot Form by the Scrutinizer: Monday, 1<sup>st</sup> July, 2019 at 5:00 pm (IST).**



## GENERAL INSTRUCTIONS FOR VOTING BY POSTAL BALLOT FORM

1. A member desirous to exercise vote by postal ballot may complete this postal ballot form in all respect and send it (perforated) to the Scrutinizer in the attached self addressed postage pre-paid envelope, which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing postal ballot form deposited in person or sent by courier at the expense of the member will also be accepted. Members who have not received postal ballot form may approach R&TA/ Company at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) and/or [shareholders@gail.co.in](mailto:shareholders@gail.co.in) to obtain a duplicate of the same.
2. Self-addressed postage pre-paid envelope bears the postal address of the Scrutinizer appointed by the Company.
3. The postal ballot form should be completed and signed by the member as per specimen signature registered with the R&T Agent/Depository Participant (DP), as the case may be.
4. The Company is also offering remote e-voting as an alternative for all shareholders to enable them to cast their vote electronically. The detailed procedure is forming part of postal ballot notice.
5. In case shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. The exercise of vote by postal ballot is **not permitted through proxy**.
6. A tick (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution(s), as the case may be, before mailing the postal ballot form. **Incomplete, unsigned, improperly or incorrectly tick (✓) marked postal ballot form will be rejected.** Postal ballot form bearing tick marks in both the columns will also render the Postal ballot form invalid.
7. Completed postal ballot form should reach the Scrutinizer not later than the close of working hours on the **Monday, 1<sup>st</sup> July, 2019 at 5:00 pm (IST)** . Postal ballot form received after the said date and time will be treated as if the reply from such member has not been received and shall not be counted for the purposes of passing of resolution(s).
8. Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour or partly in against.
9. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by certified copy of the Board Resolution/ Authority together with attested specimen signature(s) of the duly authorized signatory(ies).
10. Members are requested not to send any extraneous paper along with the postal ballot form in the enclosed Pre-paid envelope as the same would not be considered and would be destroyed by the Scrutinizer.
11. There will be only one Postal ballot form for each folio/DP & Client ID irrespective of the number of joint member(s).
12. Scrutinizer's decision on the validity of the Postal Ballot form will be final.
13. The results of Postal Ballot will be declared at the Registered Office of the Company as specified in the notice. The results thereafter will be hosted on website of the Company, for information of the members.
14. Votes will be considered **invalid** on the following grounds:
  - a. if the postal ballot is unsigned;
  - b. if the member's signature does not tally;
  - c. if the member has marked all his shares both in favour and also against the resolution(s);
  - d. if voting is done through any other form;
  - e. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.