



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-Sixth Annual General Meeting (AGM)** of the members of GAIL (India) Limited will be held on **Tuesday, the 22nd day of September, 2020 at 11:30 a.m.** through Video Conferencing (VC) /Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the Financial year ended 31st March, 2020, 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 Statements for the Financial Year ended 31st March, 2020, 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 confirm the payment of interim dividend @ 64% (₹ 6.40/- per equity share) on the paid-up equity share capital of the Company already paid in the month of February, 2020 and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT the interim dividend @ 64% (₹ 6.40/- per equity share) on the paid-up equity share capital of the Company as approved by the Board and already paid in the month of February, 2020 be and is hereby noted and confirmed."

3. To appoint a Director in place of Shri Ashish Chatterjee, 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 Ashish Chatterjee (DIN-07688473) 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 A.K. Tiwari, Director (Finance), 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 A.K. Tiwari, Director (Finance) (DIN-07654612) 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 for the financial year 2020-21 pursuant to the provisions of section 142 of the Companies Act, 2013 and to pass the following resolution 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 Joint Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2020-21."

SPECIAL BUSINESS

6. To appoint Shri E.S. Ranganathan (DIN-07417640) as Director (Marketing) of the Company:

"RESOLVED THAT in accordance with the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013, Shri E.S. Ranganathan (DIN-07417640) who was nominated as Director (Marketing) by the President of India vide MoPNG letter No. CA/31022/1/2018 – PNG (25732) dated 22.06.2020 and appointed as an Additional Director w.e.f. 01.07.2020 by the Board of Directors to hold the post of Director (Marketing) of the Company, be and is hereby appointed as Director (Marketing) of the Company, liable to retire by rotation on such terms and conditions, remuneration and tenure as may be determined by the President of India/ Government of India from time to time."

7. Ratification of remuneration of Cost Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of section 148 and 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 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 2019-20, amounting to ₹ 23,38,600/- plus applicable taxes and out of pocket expenses etc. be and is hereby ratified and confirmed."

8. Material Related Party Transactions with Petronet LNG Limited (PLL):

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) thereof for the time being in force), Related Party Transactions Policy of the Company, approval of the members of the Company be and is hereby accorded for the Material Related Party Transactions with Petronet LNG Limited for FY 2020-21 based on the expected value of transactions of ₹ 19,416.67 crore, which is exceeding 10% of the consolidated turnover of the Company for FY 2019-20.

FURTHER RESOLVED THAT pursuant to the requirement of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders be and is hereby accorded for the ratification of Material Related Party Transactions with PLL for FY 2019-20 amounting to ₹ 20,926.92 crore (based on actual transactions during FY 2019-20 including shareholders approval for ₹ 20,254 crore accorded in 35th AGM)."

By order of the Board

Date : 14.08.2020
Place : New Delhi

Sd/-
(A.K. Jha)
Company Secretary

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a pre-requisite which is to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (**MCA Circulars**) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM the 36th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM **only**. The detailed procedure for participation in the meeting through VC/OAVM is explained in the Notice and same is also available at the Company's website www.gailonline.com.
2. **Pursuant to section 105 of the Companies Act, 2013 (the Act), a proxy is allowed to be appointed, to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since the Company is conducting AGM through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and Proxy Form is not forming part of the Notice.**
3. In pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the AGM. In this regard a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative may be sent to the company.
4. In line with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM alongwith the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email address(es) are registered with the Company/ Depositories.
5. Notice of 36th AGM and Annual Report 2019-20 are available at Company's website www.gailonline.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. The facility of participation at AGM through VC/OAVM will be made on first come first serve basis.
9. Members who wish to inspect the relevant documents referred to in the Notice can send an email to shareholders@gail.co.in on or before 20th September, 2020 mentioning their name, demat account number/folio number, email id and mobile number.
10. Members who have not encashed their Dividend Warrant(s) may approach the R&TA/ Company for issuance of demand draft(s) upon completion of necessary formalities in this behalf in lieu of such warrant(s), at least 3 weeks before they are due for transfer to Investor Education and Protection Fund (IEPF). After the transfer of unpaid/unclaimed amount(s) to IEPF, no claim shall lie against the 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 has also designated an exclusive e-mail ID viz. admin@mcsregistrars.com to facilitate investors to register their request(s)/ complaint(s), if any.
11. Pursuant to the requirement of section 124(6) of the Companies Act, 2013 read with Rule 6(3)(a) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven

consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund (IEPF). However, shareholders whose unpaid/ unclaimed dividend(s) has been transferred to IEPF shall be entitled to get refund in respect of such claims in accordance with the provisions of the Act and rules framed in this regard by the Government of India. The details of dividend paid by the Company can be viewed/ downloaded at the following link-<https://gailonline.com/pdf/InvestorsZone/Dividend-history-03-07-20.pdf> and the details of due date of transfer of dividend/ Shares, as applicable to the IEPF can be viewed/ downloaded at the following link-https://gailonline.com/pdf/InvestorsZone/IEPF_table-03_07_20.pdf

12. Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to R&TA/Company. As per circular of SEBI, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f. April 1, 2019. To eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
13. Members holding shares in physical form in identical order of names, in more than one folio are requested to send to the Company or R&TA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. Since, AGM is being conducted through VC/OAVM and no physical presence is required, therefore *Attendance slip, Proxy form and Route Map of the Venue* are not forming part of the Notice.
15. **Webcasting of the Annual General Meeting**

In terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing one-way live "Webcast" of the proceedings of the Annual General Meeting for the shareholders on 22.09.2020 from 11.30 a.m. onwards till conclusion of the AGM. You may access the same at GAIL's website (www.gailonline.com).

16. Instructions for Remote E-Voting

Pursuant to the Regulation 44 of the SEBI LODR Regulations, 2015; Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in the Notice convening the 36th Annual General Meeting by electronic means. The Company has engaged the services of Depository viz. Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility.

The remote e-voting facility is available at the link www.evotingindia.com. Please read the instructions printed below before exercising your vote.

The remote e-voting period commences on **Friday, 18th September, 2020 (9:00 am) (IST) and ends on Monday, 21st September, 2020 (5:00 pm) (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Tuesday, 15th September, 2020**, only shall be entitled to avail the facility of remote e-voting.

Steps for Remote E-Voting:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" module.

- (iv) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company's records in order to login. <ul style="list-style-type: none"> 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Members holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- (xii) Click on the EVSN for the relevant <GAIL (INDIA) LIMITED > on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app **"m-Voting"**. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote E-Voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A 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.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shareholders@gail.co.in (designated email address of the company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the 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 Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

17. Instructions for Shareholders for E-Voting on the day of the AGM are as under:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

18. Instructions for shareholders attending the AGM through VC/OAVM are as under:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may do so by registering themselves as a speaker by sending their request in advance from 15.09.2020 (9:00 a.m.) to 17.09.2020 (05.00 p.m.) mentioning their name, demat account number/folio number, email id and mobile number at shareholders@gail.co.in. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The Company reserves the right to restrict the number of speakers depending upon the availability of time for the AGM.

Further, the Members seeking information with regard to the accounts or any other matter to be placed at the 36th AGM are requested to write to the Company on or before 20th September, 2020 mentioning their name, demat account number/folio number, email id and mobile number along with the query to shareholders@gail.co.in. These queries will be replied by the Company suitably by email.

19. Process for those Shareholders whose email addresses are not registered for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shareholders@gail.co.in / admin@mcsregistrars.com
- For Demat shareholders Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shareholders@gail.co.in / admin@mcsregistrars.com.

20. General Instructions:

- Members who have not yet registered their e-mail id(s) or who want to change their e-mail id are requested to approach their respective DP (for electronic holding) or with R&TA/ Company (for physical holding), so as to receive all communications electronically including Annual Report, Notices, Circulars, NACH intimation, etc. sent by the Company from time to time.
- The voting rights of the members shall be in proportion to their shares with the paid up equity share capital of the Company as on the **cut-off**

date i.e. Tuesday, 15th September, 2020. 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(s).

- Based on the consent received from Shri Sachin Agarwal, Practicing Company Secretary (Membership No. 5774), the Board has appointed him as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- After the conclusion of the meeting, the Chairperson will declare the AGM as closed. The Scrutinizer, shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting including e-voting on the date of AGM 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 48 hours 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.
- 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 Exchange(s).
- The results will also be displayed on the Notice Board of the company at its Registered Office.

21. Following is annexed with the Notice:

- Explanatory Statement pursuant to section 102 of the Companies Act, 2013 read with the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and approved as such by Government of India in respect of the Special Business(es).
- A brief resume of the Director(s) proposed for appointment/re-appointment as mandated in Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations, 2015]. For the purpose of determination of the Committee positions, Membership/Chairmanship is reckoned considering Audit Committee and Stakeholders Relationship Committee only. As per the provisions of the Companies Act, 2013, Additional Director(s) and Independent Director(s) are not liable to retire by rotation and as per the Articles of Association of the Company, Chairman and Managing Director is also not liable to retire by rotation.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS.

ITEM NO.2

Board of Directors, in its 411th meeting held on 10.02.2020, inter-alia, accorded the approval of payment of Interim Dividend @ 64% (₹ 6.40 per share) on the paid-up equity share capital of the company.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for confirmation of the shareholders.

ITEM NO.5

As per section 142 of the Companies Act 2013, the remuneration payable to the Auditors shall be fixed in the General Meeting of the Company or in such manner as may be determined therein. Further, as per section 177 of Companies Act, 2013, read with regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit committee will

recommend the appointment and fixation of remuneration of Statutory Auditors to the Board.

In exercise of the powers conferred by section 139 of the Companies Act 2013, the Comptroller and Auditor General of India (CAG) appoints Statutory Auditor (s) of the Company. Accordingly, on receipt of communication from CAG regarding appointment of Statutory Auditors and based on the authorization by the members, Board of Directors decides and fix the remuneration of Statutory Auditors on the recommendation of the Audit Committee. The remuneration is commensurate with the quantum of work required to be undertaken by the Statutory Auditors, amendment in prevailing Laws & Regulations and in line with audit fees of peer companies.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution, except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders.

ITEM NO.6

Shri E.S. Ranganathan was nominated as Director (Marketing) on whole-time basis by the President of India vide letter no. CA/31022/1/2018 – PNG (25732) dated 22.06.2020. He was appointed as an Additional Director w.e.f. 01.07.2020 as per the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of Company up to the date of this Annual General Meeting. The Board recommended that Shri E.S. Ranganathan be appointed as Director (Marketing) of the Company, liable to retire by rotation on such terms and conditions, remuneration and tenure as may be determined by the President of India/ Government of India from time to time. The Company has received a notice along with requisite fee from him under section 160 of the Companies Act, 2013, proposing his candidature as Director of the Company. Qualifications & Experience, date of first appointment on the Board, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards form part of the Notice.

Shri E.S. Ranganathan is interested in this resolution to the extent of his appointment as a Director. None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for the approval of the shareholder(s).

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 Ramanath Iyer & Co., New Delhi for Northern Region, M/s Bandyopadhyaya Bhaumik & Co., Kolkata for Northern and Eastern Region, M/s A C Dutta & Co., Kolkata for Southern Region, M/s Musib & Company, Mumbai for Western Region Part-I, M/s N.D Birla & Co., Ahmedabad for Western Region Part-II, M/s Sanjay Gupta & Associates, New Delhi for Central Region as a Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2019-20.

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 as approved by the Board, payable to the Cost Auditors during the financial year 2019-20 for the services rendered by them.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders.

ITEM NO.8

As per Regulation 23(4) of SEBI LODR Regulations, 2015, approval of the shareholders through ordinary resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Petronet LNG Limited (PLL) is a joint venture of GAIL and is a related party of the Company as per the provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015. GAIL has 12.50% 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.

In 35th AGM held on 20.08.2019, shareholders accorded approval for Material Related Party Transactions with Petronet LNG Limited for FY 2019-20 for ₹ 20,254 crore and the actual transaction with PLL in FY 2019-20 is ₹ 20,926.92 crore which is exceeding the approved value of RPTs with PLL for FY 2019-20 of ₹ 20,254 crore. Accordingly, the approval for excess related party transaction of ₹ 672.92 crore (3.32%) with PLL for FY 2019-20 will be required from the shareholders which is mainly due to foreign exchange rate fluctuations.

The expected value of transactions with PLL for FY 2020-21 will be ₹ 19,416.67 crore, which is likely to be more than 10% of consolidated turnover of the Company for FY 2019-20 amounting to ₹ 74,808 crore, therefore, approval of shareholders is required.

None of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the Resolution(s) as set out in the accompanied Notice for approval of the shareholders.

BRIEF RESUME OF THE DIRECTORS, PROPOSED FOR APPOINTMENT/ RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI LODR REGULATIONS, 2015.

ITEM NO.3

Shri Ashish Chatterjee (47 Years) is an IAS officer from Tamil Nadu cadre (1999). Before joining the MoP&NG, he was working as Private Secretary to Minister of State, Ministry of Commerce & Industry. During his career spanning for more than 19 years, he has held various positions in the State of Tamil Nadu at the District and State Level.

Presently, he is Joint Secretary (GP), Ministry of Petroleum & Natural Gas, Government of India.

Shri Ashish Chatterjee holds Nil equity shares of the Company.

Shri Chatterjee does not have any relation inter-se with other Director(s) of the Company.

Shri Chatterjee do not hold any Directorship and Chairmanship/ Membership of Committee(s) in any other Company:

ITEM NO.4

Shri A.K. Tiwari (58 Years) joined the Board of GAIL (India) Ltd. as Director (Finance) on 1st December, 2018. Before assuming charge as Director (Finance), Shri Tiwari was the Officer on Special Duty & Executive Director (Finance) in GAIL and was head of Finance & Accounts Department.

A Cost Accountant by profession, Shri Tiwari has more than 35 years of rich experience in the areas of Project Finance, Corporate Finance, Taxation, Treasury, Corporate Accounts, Capital Budgeting, Finalization of EPC Contracts etc. Shri Tiwari was in charge of Project Finance at GAIL for handling the ongoing prestigious project Jagdishpur - Haldia & Bokaro-Dhamra Pipeline, popularly known as *Pradhan Mantri Urja Ganga*.

During his tenure at Brahmaputra Crackers & Polymer Limited, he was actively involved in Project Handling, Project Finance and Contract Finalization for construction of the Project. He is also actively involved in interactions with Investors and Analysts fraternity. He is an active member of the Institute of Cost Accountants of India and The Institute of Directors.

An avid reader and poet by nature, he has also served in National Thermal Power Corporation (NTPC), Satluj Jal Vidyut Nigam Limited (SJVN) and Cawanpore Chemicals.

Shri Tiwari holds 586 equity shares of the Company.

Shri Tiwari does not have any relation inter-se with other Director(s) of the Company.

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

S. No.	Name of the Company	Name of the Committee	Position held
1	Green Gas Limited	--	--
2	GAIL Gas Limited	Audit Committee	Chairman
3	Bhagyanagar Gas Limited	--	--
4	GAIL Global (USA) Inc.	--	--
5	GAIL Global (USA) LNG LLC	--	--

ITEM NO.6

Shri E.S. Ranganathan (57 Years) joined the Board of GAIL (India) Ltd. as Director (Marketing) on 1st July, 2020.

He is an Instrumentation & Control Engineer possessing an MBA with specialization in Marketing. Shri Ranganathan possess a rich experience of close to 35 years in leading, managing and implementing large projects and business solutions in Oil and Gas sector in the fields of Pipeline Projects, Operation and Maintenance, Marketing, Business Development and Business Information Systems entailing engineering & planning, process management, scope management, resource management, schedule management, Enterprise Resource Planning, Technology Up-gradation, Vendor Management and Quality Assurance.

He started his career in GAIL in 1985 and has been associated with the Hazira Vijaipur Jagdishpur Pipeline. He has also worked as Head of Regional

Pipeline System in Cauvery Basin and in charge for Operation and Maintenance of Regional pipeline system in Krishna Godavari Basin.

Shri Ranganathan has worked as Executive Director (Corporate O&M) and General Manager (Projects) in GAIL (India) Ltd., and has significant achievements to his credit including being in-charge for Construction and successful commissioning for Dahej- Vijaipur, Vijaipur-Dadri and Bawana Nangal Pipeline Projects. He had also overseen the Development & Commercialization of GAIL's state of art Ultrasonic Meter testing facility at Hazira, which is the first in Asia.

Before joining the current assignment, he was working as Managing Director of Indraprastha Gas Limited (IGL), the largest CNG distribution company of India. In IGL, Shri Ranganathan has spearheaded the expansion of operations into Haryana, UP and Rajasthan in the country and International foray into New Yangon Project in Myanmar. Shri Ranganathan has been conferred with Forbes India Leadership Awards 2019 for his role in leading IGL. He has also been adjudged the winner in star PSU category in Business Standard Annual Awards 2019.

A firm believer in leveraging technology for business solutions, Shri Ranganathan as head of Business Information System in GAIL, had played a pioneering role in using technology towards SMART Working in the field of O&M and Project Management.

Shri Ranganathan is actively involved in various industry forums in India and overseas. He is currently Member Technical on the Governing Board of Fluid Control and Research Institute (FCRI) and was also a Member of Coordination team to finalize the Indian Standards for Metering Design and Construction under the aegis of Bureau of Indian Standards (BIS). Shri Ranganathan has been a Consultant to ADB in revamping of Gas Pipeline System in Afghanistan, and has represented the country in Pipeline Operators Forum based in Netherlands.

Shri Ranganathan holds 842 equity shares of the Company.

Shri Ranganathan does not have any relation inter-se with other Director(s) of the Company.

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

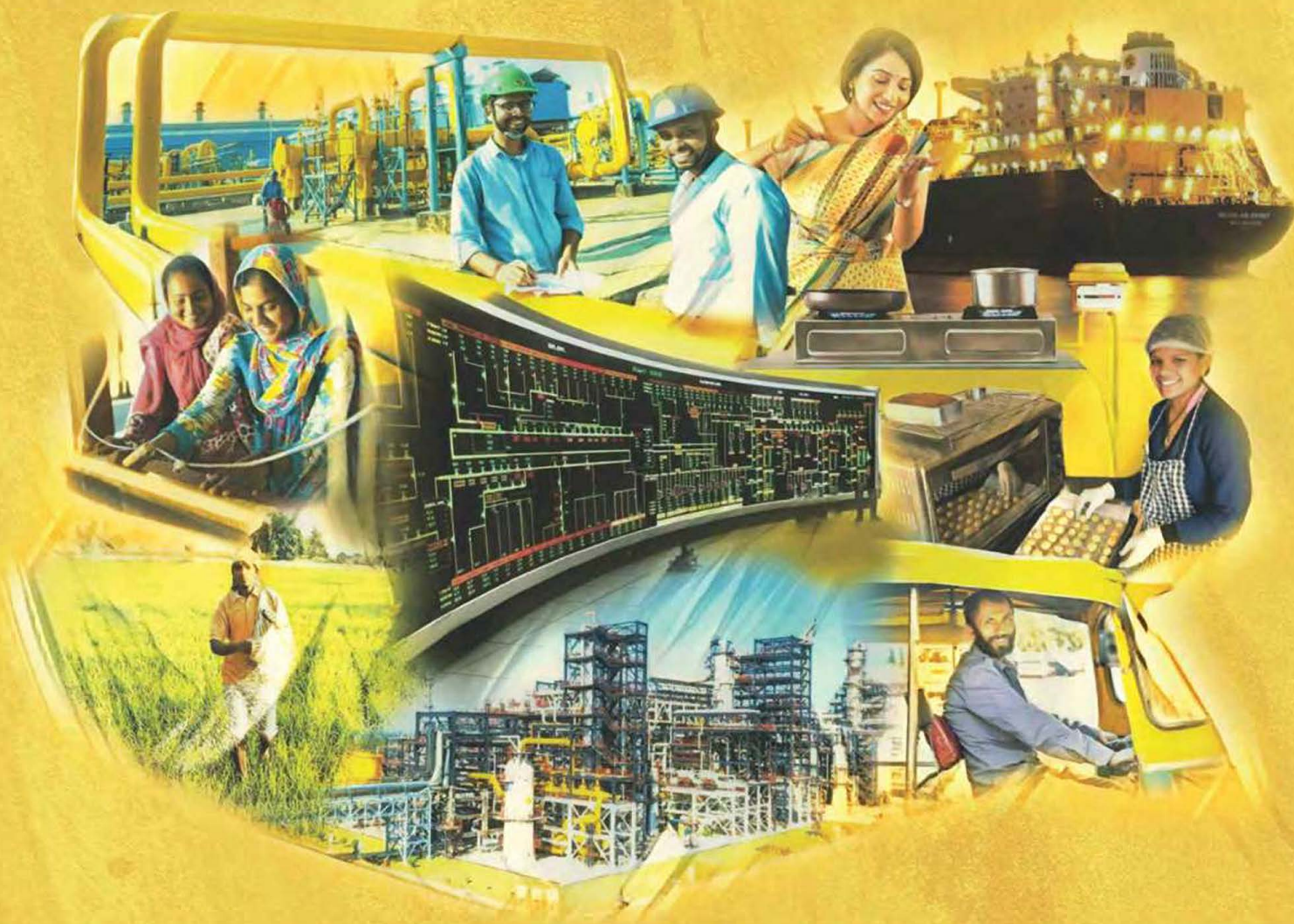
S. No.	Name of the Company	Name of the Committee	Position held
1	GAIL Global (Singapore) Pte. Limited	--	--
2	Bengal Gas Company Limited	--	--
3	Konkan LNG Limited	--	--
4	GAIL Gas Limited	--	--



GAIL (India) Limited

India's
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Annual Report **2019-20**



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AATMANIRBHAR BHARAT



Energizing Possibilities





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-Sixth Annual General Meeting (AGM)** of the members of GAIL (India) Limited will be held on **Tuesday, the 22nd day of September, 2020 at 11:30 a.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the Financial year ended 31st March, 2020, 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 Statements for the Financial Year ended 31st March, 2020, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

- To confirm the payment of interim dividend @ 64% (₹ 6.40/- per equity share) on the paid-up equity share capital of the Company already paid in the month of February, 2020 and to pass the following resolution as an *Ordinary Resolution*:

"RESOLVED THAT the interim dividend @ 64% (₹ 6.40/- per equity share) on the paid-up equity share capital of the Company as approved by the Board and already paid in the month of February, 2020 be and is hereby noted and confirmed."

- To appoint a Director in place of Shri Ashish Chatterjee, 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 Ashish Chatterjee (DIN-07688473) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

- To appoint a Director in place of Shri A.K. Tiwari, Director (Finance), 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 A.K. Tiwari, Director (Finance) (DIN-07654612) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

- To authorize Board of Directors of the Company to fix remuneration of the Joint Statutory Auditor(s) of the Company for the financial year 2020-21 pursuant to the provisions of section 142 of the Companies Act, 2013 and to pass the following resolution 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 Joint Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2020-21."

SPECIAL BUSINESS

- To appoint Shri E.S. Ranganathan (DIN-07417640) as Director (Marketing) of the Company:

"RESOLVED THAT in accordance with the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013, Shri E.S. Ranganathan (DIN-07417640) who was nominated as Director (Marketing) by the President of India vide MoPNG letter No. CA/31022/1/2018 – PNG (25732) dated 22.06.2020 and appointed as an Additional Director w.e.f. 01.07.2020 by the Board of Directors to hold the post of Director (Marketing) of the Company, be and is hereby appointed as Director (Marketing) of the Company, liable to retire by rotation on such terms and conditions, remuneration and tenure as may be determined by the President of India/ Government of India from time to time."

- Ratification of remuneration of Cost Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of section 148 and 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 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 2019-20, amounting to ₹ 23,38,600/- plus applicable taxes and out of pocket expenses etc. be and is hereby ratified and confirmed."

- Material Related Party Transactions with Petronet LNG Limited (PLL):

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) thereof for the time being in force), Related Party Transactions Policy of the Company, approval of the members of the Company be and is hereby accorded for the Material Related Party Transactions with Petronet LNG Limited for FY 2020-21 based on the expected value of transactions of ₹ 19,416.67 crore, which is exceeding 10% of the consolidated turnover of the Company for FY 2019-20.

FURTHER RESOLVED THAT pursuant to the requirement of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders be and is hereby accorded for the ratification of Material Related Party Transactions with PLL for FY 2019-20 amounting to ₹ 20,926.92 crore (based on actual transactions during FY 2019-20 including shareholders approval for ₹ 20,254 crore accorded in 35th AGM)."

By order of the Board

Date : 14.08.2020
Place : New Delhi

Sd/-
(A.K. Jha)
Company Secretary

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a pre-requisite which is to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (**MCA Circulars**) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM the 36th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM **only**. The detailed procedure for participation in the meeting through VC/OAVM is explained in the Notice and same is also available at the Company's website www.gailonline.com.
2. **Pursuant to section 105 of the Companies Act, 2013 (the Act), a proxy is allowed to be appointed, to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since the Company is conducting AGM through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and Proxy Form is not forming part of the Notice.**
3. In pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the AGM. In this regard a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative may be sent to the company.
4. In line with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM alongwith the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email address(es) are registered with the Company/ Depositories.
5. Notice of 36th AGM and Annual Report 2019-20 are available at Company's website www.gailonline.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. The facility of participation at AGM through VC/OAVM will be made on first come first serve basis.
9. Members who wish to inspect the relevant documents referred to in the Notice can send an email to shareholders@gail.co.in on or before 20th September, 2020 mentioning their name, demat account number/folio number, email id and mobile number.
10. Members who have not encashed their Dividend Warrant(s) may approach the R&TA/ Company for issuance of demand draft(s) upon completion of necessary formalities in this behalf in lieu of such warrant(s), at least 3 weeks before they are due for transfer to Investor Education and Protection Fund (IEPF). After the transfer of unpaid/unclaimed amount(s) to IEPF, no claim shall lie against the 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 has also designated an exclusive e-mail ID viz. admin@mcsregistrars.com to facilitate investors to register their request(s)/ complaint(s), if any.
11. Pursuant to the requirement of section 124(6) of the Companies Act, 2013 read with Rule 6(3)(a) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven

consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund (IEPF). However, shareholders whose unpaid/ unclaimed dividend(s) has been transferred to IEPF shall be entitled to get refund in respect of such claims in accordance with the provisions of the Act and rules framed in this regard by the Government of India. The details of dividend paid by the Company can be viewed/ downloaded at the following link-<https://gailonline.com/pdf/InvestorsZone/Dividend-history-03-07-20.pdf> and the details of due date of transfer of dividend/ Shares, as applicable to the IEPF can be viewed/ downloaded at the following link-https://gailonline.com/pdf/InvestorsZone/IEPF_table-03_07_20.pdf

12. Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to R&TA/Company. As per circular of SEBI, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f. April 1, 2019. To eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
13. Members holding shares in physical form in identical order of names, in more than one folio are requested to send to the Company or R&TA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. Since, AGM is being conducted through VC/OAVM and no physical presence is required, therefore *Attendance slip, Proxy form and Route Map of the Venue* are not forming part of the Notice.
15. **Webcasting of the Annual General Meeting**

In terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing one-way live "Webcast" of the proceedings of the Annual General Meeting for the shareholders on 22.09.2020 from 11.30 a.m. onwards till conclusion of the AGM. You may access the same at GAIL's website (www.gailonline.com).

16. Instructions for Remote E-Voting

Pursuant to the Regulation 44 of the SEBI LODR Regulations, 2015; Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in the Notice convening the 36th Annual General Meeting by electronic means. The Company has engaged the services of Depository viz. Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility.

The remote e-voting facility is available at the link www.evotingindia.com. Please read the instructions printed below before exercising your vote.

The remote e-voting period commences on **Friday, 18th September, 2020 (9:00 am) (IST) and ends on Monday, 21st September, 2020 (5:00 pm) (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Tuesday, 15th September, 2020**, only shall be entitled to avail the facility of remote e-voting.

Steps for Remote E-Voting:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" module.