

India's
No.1
Natural
GAS
Company

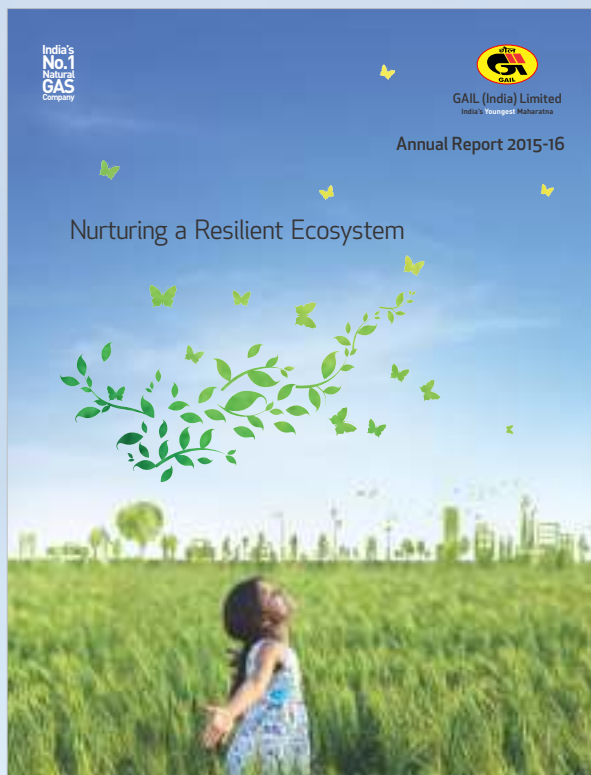


GAIL (India) Limited
India's Youngest Maharatna

Annual Report 2015-16

Nurturing a Resilient Ecosystem





Nurturing a Resilient Ecosystem is the theme of our Annual Report this year. Wisdom from history has taught us to foster a resilient ecosystem in order to be able to continue to reap the benefits in the future in a sustainable manner.

Calm waters float all boats; in a storm those that adjust their sails survive.

The year 2015 was a turbulent one with the oil and gas industry witnessing one of the severest downturns in the last 30 years. Not one to be daunted by challenges, GAIL took these obstacles head on. We continued to build and maintain pipeline networks; innovated and pushed the limits of technology to enhance economics and drive down costs; stayed in tune with market and competitive trends to create customer-friendly products and services; focussed on maximizing our strengths, driving seamless collaboration, building expertise, and further fostering a risk culture that could withstand disruptive change.

GAIL's youthful energy, dynamism and collective ability to learn, adapt, evolve and collaborate enabled us to absorb market disturbance and thrive in the face of adversity.

GAIL's Annual Report - ***Nurturing a Resilient Ecosystem*** - will give you a glimpse of the important milestones of the distance we traversed during the Financial Year 2015-16 and demonstrate how we created new possibilities and delivered value to all our stakeholders. In an environment fraught with risks and challenges, GAIL weathered the market volatility to deliver the clean energy essential for India's economic development and wellbeing of its over one billion people.

Because at GAIL, we believe that #NaturalGas is the way to ***Nurturing a Resilient Ecosystem***.

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GAIL (INDIA) LIMITED

(A Government of India Undertaking)

Registered Office: 16, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066

CIN: L40200DL1984GOL018976 Website: www.gailonline.com E-mail: shareholders@gail.co.in Phone: 011-26182955, Fax: 011-26185941

NOTICE

NOTICE is hereby given that the **Thirty-second Annual General Meeting (AGM)** of the members of **GAIL (India) Limited** will be held on **Friday, the 23rd day of September, 2016** at **10:30 a.m.** at **Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010** to transact the following business(es):-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements and audited Consolidated Financial Statements for the financial year ended 31st March, 2016, 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, 2016, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted".

2. To declare final dividend @ 30% (₹3/- per share) on the paid-up equity share capital of the Company for the financial year ended 31st March, 2016 as recommended by the Board and to confirm the payment of interim dividend @ 25% (₹2.5/- per share) already paid in the month of February, 2016 and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT total dividend @ 55% (₹5.5/- per share) on the paid-up equity share capital of the Company for the financial year ended on 31st March, 2016, including Final Dividend @ 30% (₹3/- per share) as recommended by the Board and Interim Dividend @ 25% (₹2.5/- per share) as approved by the Board and already paid in February, 2016, be and is hereby approved".

3. To appoint a Director in place of Shri Subir Purkayastha, 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 Subir Purkayastha (DIN-06850526) 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 Ashutosh Jindal, 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 Ashutosh Jindal (DIN-05286122) 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 in terms of the provisions of section 142 of the Companies Act, 2013 and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Joint Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2016-17".

SPECIAL BUSINESS

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

6. **"RESOLVED THAT** pursuant to the provisions of Section 152 & 161 and other applicable provisions of the Companies Act, 2013, Shri Sanjay Kumar Srivastava (DIN- 02163658) who was nominated by the President of India vide letter no. -31034/14/2015-CA/FTS: 39814 dated 20.11.2015 and appointed as an Additional Director w.e.f. 20.11.2015 by the Board of Directors, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation".

7. **"RESOLVED THAT** pursuant to the provisions of Section 152 & 161 and other applicable provisions of the Companies Act, 2013, Shri Anupam Kulshrestha (DIN- 07352288) who was nominated by the President of India vide letter no. -31034/14/2015-CA/FTS: 39814 dated 20.11.2015 and appointed as an Additional Director w.e.f. 28.11.2015 by the Board of Directors, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation".

8. **"RESOLVED THAT** pursuant to the provisions of Section 152 & 161 and other applicable provisions of the Companies Act, 2013, Shri Sanjay Tandon (DIN- 00484699) who was nominated by the President of India vide letter no. -31034/14/2015-CA/FTS: 39814 dated 20.11.2015 and appointed as an Additional Director w.e.f. 20.11.2015 by the Board of Directors, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation".

9. **"RESOLVED THAT** pursuant to the provisions of section 148, other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Cost Auditor(s) appointed by the Board of Directors of the Company to conduct the audit of cost records of the various units of the Company for the Financial Year 2015-16, amounting to ₹21,26,000/- plus applicable taxes and out of pocket expenses etc. be and is hereby ratified and confirmed.

FURTHER RESOLVED THAT consent of the members be and is hereby given for authorizing the Board of Directors of the Company to decide and fix the remuneration of the Cost Auditor(s) appointed by the Board of Directors of the Company, to conduct the audit of cost records of the various units of the Company for the Financial Year 2016-17".

10. **"RESOLVED THAT** approval of the shareholders be and is hereby accorded for proposed Material Related Party Transactions with Petronet LNG Limited for Financial Year 2016-17 for ₹18,160 crores approx. which is likely to exceed 10% of the consolidated turnover of the Company for Financial Year 2015-16, as per the requirement of Regulation 23(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

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

11. **"RESOLVED THAT** pursuant to provisions of section 42 of the Companies Act, 2013 read with the Companies (Prospectus & Allotment of Securities) Rules, 2014 and other applicable provisions of Companies Act, 2013, if any, the consent of the shareholders of the Company be and is hereby accorded for borrowing of INR Debt through secured / unsecured, redeemable, taxable Non-Convertible Bond(s) / Offshore INR Bonds upto ₹2,500 crore till the conclusion of next AGM, in one or more tranches on private placement basis.

FURTHER RESOLVED THAT for the purpose of giving effect to Private Placement of unsecured/secured non-convertible bonds/ debentures/ Offshore INR Bonds, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as approved by the Board be and is hereby authorized to do all such acts and decide all such related matters as may be required including execution of necessary documents, deeds etc".

By order of the Board

Sd/-
Place: New Delhi
Date: 12th August, 2016

(A.K.Jha)
Company Secretary



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING (PROXY FORM IS ANNEXED HERewith).

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxy(ies) lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing of the intention to inspect is given to the Company.

2. The following is annexed with the Notice:

- i) Explanatory Statement pursuant to section 102 of the Companies Act, 2013 read with Secretarial Standards issued by the Institute of Company Secretaries of India in respect of the Special Business.
- ii) A brief resume of the Director(s) proposed for appointment/re-appointment as mandated in Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the purpose of determination of limit of committee positions, Membership/Chairmanship is reckoned considering Audit Committee and Stakeholders Relationship Committee only. As per the provisions of the Companies Act, 2013 Independent Directors are not liable by rotation.
- iii) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means (instructions for remote e-voting are annexed).

3. Documents referred in the accompanying Notice and Explanatory Statement thereto, are open for inspection by members, at the Registered Office of the Company during office hours i.e. between 11:00 a.m. and 1:00 p.m., on all working days, except Saturday(s)/Sunday(s)/Holiday(s).

4. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, the 10th September, 2016 to Friday, the 23rd September, 2016 (both days inclusive)** to determine the entitlement of the final dividend @30% (₹3/- per share), if so, approved by the members of the Company at the aforesaid AGM. The Company had already paid interim dividend @ 25% (₹2.5/- per share) in the month of February, 2016. Final dividend after declaration at the AGM, will be paid within 30 days of the AGM, to those eligible members whose name(s) appear:-

- a. as member(s) holding shares in **physical mode**, in the Register of Members of the Company after giving effect to all valid and complete transfers, lodged with R&TA/ Company on or **before 10th September, 2016; and**
- b. as Beneficial Owner(s) holding shares in **electronic mode**, details as furnished by the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for said purpose.
5. Corporate members intending to send their authorized representative(s) to attend the meeting are required to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

6. Based on disclosures received from concerned Director(s), they are inter-se not related to each other.

7. Members may kindly note that their Bank Account number and MICR Code, as noted in the records of their Depository Participant (DP), shall be used for the purpose of remittance of dividend through National Electronic Clearing Service (NECS), wherever applicable. Members should ensure that their correct bank details are noted in the records of the DP, **so that no NECS rejection takes place.**

8. Members who have not encashed their Dividend Warrant(s) may approach the R&TA/Company for issuance of demand draft(s) upon completion of necessary formalities in this behalf in lieu of such warrant(s), at least 3 weeks before they are due for transfer to Investor Education and Protection Fund (IEPF). After the transfer of unpaid/unclaimed amount to IEPF, no claim shall lie against Company/ R&TA. Regarding modalities of dividend and other related information, members are requested to refer "Dividend" section of Report on Corporate Governance and may also visit "Investor Zone" section at Company's website for further reference. R&TA also has designated an exclusive e-mail ID viz. admin@mcsregistrars.com to facilitate investors to register their request/complaints, if any.

9. Members/Proxy holders are requested to:-

- i. bring their copy of Annual Report and Attendance Slip at the venue of the meeting.
- ii. please **carry photo ID card** for identification/verification purposes.
- iii. note that entry to the hall will be strictly on the basis of admission card which will be provided at the counters of R&TA at the venue, in exchange of duly completed and signed Attendance Slip.
- iv. note that briefcases, mobile phones, bags, helmets, eatables and other belongings **will not be allowed** to be taken inside the venue of the meeting for security purposes and members/proxy holders will be required to take care of their belongings.
- v. note that **no gifts** will be distributed at the Annual General Meeting.
- vi. note that **members present in person or through registered proxy** shall only be entertained.
- vii. note that the Attendance Slip/Proxy Form should be **signed** as per the specimen signature registered with the R&TA/DP.
- viii. quote their Folio/DP & Client Id No. in all correspondences with the R&TA/ Company.

IMPORTANT COMMUNICATION TO MEMBERS

As per the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Company may give notice etc. through electronic mode i.e. by e-mail as a text or as an attachment to e-mail or as a notification providing electronic link. Your Company has sent the notification providing electronic link of notice of AGM to entitled members and the same is also hosted on the website of the Company along with Annual Report at http://www.gailonline.com/final_site/annual_report.html.

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

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

ITEM NO. 6

Shri Sanjay Kumar Srivastava was nominated as non-official part-time (Independent) Director by the President of India vide letter No. C-31034/14/2015-CA/FTS: 39814 dated 20.11.2015, as a Director on the Board of Directors of the Company w.e.f. 20.11.2015. He was appointed as an Additional Director, till the conclusion of this Annual General Meeting. The Board recommends that Shri Sanjay Kumar Srivastava may be appointed as a Director, not liable to retire by rotation.

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

Shri Sanjay Kumar Srivastava informed that he meets the criteria of independence as provided in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

Shri Sanjay Kumar Srivastava is interested in this resolution to the extent of his appointment as a Director. The relatives of Shri Sanjay Kumar Srivastava may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Qualifications & Experience, date of first appointment on the Board, relationship with other Key Managerial Personnel (KMPs) and Directors, Shareholding in the Company, Membership/Chairmanship of Committees of other Boards form part of the Notice. Independent Directors are being paid sitting fee for attending each meeting of the Board and Committee respectively within the limit prescribed under the Companies Act, 2013, in addition to expenses incidental thereto.

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

Your Directors recommend the resolution for approval of members.

ITEM NO. 7

Shri Anupam Kulshreshtha was nominated as non-official part-time (Independent) Director by the President of India vide letter No. - C-31034/14/2015-CA/FTS: 39814 dated 20.11.2015, as a Director on the Board of Directors of the Company w.e.f. 28.11.2015 (date of obtaining DIN). He was appointed as an Additional Director, till the conclusion of this Annual General Meeting. The Board recommends that Shri Anupam Kulshreshtha may be appointed as a Director, not liable to retire by rotation.

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

Shri Anupam Kulshreshtha informed that he meets the criteria of independence as provided in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

Shri Anupam Kulshreshtha is interested in this resolution to the extent of his appointment as a Director. The relatives of Shri Anupam Kulshreshtha may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Qualifications & Experience, date of first appointment on the Board, relationship with other KMPs and Directors, Shareholding in the Company, Membership/Chairmanship of Committees of other Boards form part of the Notice. Independent Directors are being paid sitting fee for attending each meeting of the Board and Committee respectively within the limit prescribed under the Companies Act, 2013, in addition to expenses incidental thereto.

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

Your Directors recommend the resolution for approval of members.

ITEM NO. 8

Shri Sanjay Tandon was nominated as non-official part-time (Independent) Director by the President of India vide letter No. C-31034/14/2015-CA/FTS: 39814 dated 20.11.2015, as a Director on the Board of Directors of the Company w.e.f. 20.11.2015. He was appointed as an Additional Director, till the conclusion of this Annual General Meeting. The Board recommends that Shri Sanjay Tandon may be appointed as a Director, not liable to retire by rotation.

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

Shri Sanjay Tandon informed that he meets the criteria of independence as provided in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

Shri Sanjay Tandon is interested in this resolution to the extent of his appointment as a Director. The relatives of Shri Sanjay Tandon may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Qualifications & Experience, date of first appointment on the Board, relationship with other KMPs and Directors, Shareholding in the Company, Membership/Chairmanship of Committees of other Boards form part of the Notice. Independent Directors are being paid sitting fee for attending each meeting of the Board and Committee respectively within the limit prescribed under the Companies Act, 2013, in addition to expenses incidental thereto.

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

Your Directors recommend the resolution for approval of members.

ITEM NO. 9

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 Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2015-16.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the financial year 2015-16 for the services rendered by them. Consent of the members is also sought for authorizing the Board to approve remuneration payable to the Cost Auditors for the financial year 2016-17.

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

Your Directors recommend the resolution for approval of members.

ITEM NO. 10

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

Petronet LNG Limited (PLL) is a joint venture of GAIL and is related party of the Company as per provision of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. GAIL has 12.5% equity stake in PLL along with Bharat Petroleum Corporation Limited, Oil and Natural Gas Corporation Limited and Indian Oil Corporation Limited as equal partners. GAIL, inter-alia, procures LNG Cargoes and re-gasified Liquefied Natural Gas from PLL and utilizes re-gasification facilities of PLL LNG re-gasification terminal(s) located at Dahej, Gujarat and Kochi, Kerala.



The consolidated turnover of the Company as per the audited financial statements for Financial Year 2015-16 is ₹54,572 crores and the expected value of transactions with PLL for Financial Year 2016-17 will be approx. ₹18,160 crores, which will be more than 10% of consolidated turnover of the Company for Financial Year 2015-16, therefore, approval of shareholders is required.

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

Your Directors recommend the resolution for approval of members.

ITEM NO. 11

In line with SEBI guidelines, your Company has been issuing secured, redeemable, non-convertible INR Bonds in the nature of non-convertible Debentures on private placement basis for meeting its long term capex requirement as per Board approved procedure, after obtaining approval from Board of Directors.

Your Company's Board approved to borrow ₹2500 crores through Secured/ Unsecured/ Taxable / Redeemable / Non-Convertible Bond(s) in the nature of debentures/ Offshore INR Bonds in one or more tranches on private placement basis.

As per section 180 of the Companies Act, 2013, the Board of the Company can borrow funds to the extent of aggregate paid-up capital and free reserve of the Company without seeking the approval of members. As on 31st March 2016 net worth of GAIL is ₹30,314 crore and the total borrowed funds is ₹8,118 crores. Therefore, your Company has sufficient leverage to raise the funds from the market without seeking the approval of members as per the provisions of the Companies Act, 2013.

As per section 42 of the Companies Act, 2013 read with Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the members of the Company by a special resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient, if the company passes a special resolution once in a year for all the offers or invitations for such debentures during the year.

In view of above, approval of the Shareholders of the Company is sought to authorize the Board of Directors to make offer(s) or invitation(s) for raising funds upto ₹2500 crores through Secured/ Unsecured/ Redeemable / Taxable / Non-Convertible, Bond(s)/ Offshore INR Bonds in one or more tranches on private placement basis.

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

Your Directors recommend the resolution for approval of members.

BRIEF RESUME OF THE DIRECTORS, PROPOSED FOR APPOINTMENT/RE-APPOINTMENT PURSUANT TO THE REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 3

Shri Subir Purkayastha (57 years) is Director (Finance) and Chief Financial Officer (CFO) w.e.f. 01.05.2015. He is a Chartered Accountant and Company Secretary by profession. Shri Subir Purkayastha has rich experience of nearly 30 years' in the areas of Corporate Finance and Treasury including Forex Risk Management, Capital Budgeting, Corporate Budgets, Corporate Accounts, Finalization of Long Term LNG and Gas Agreements, Liquefaction and Regasification Terminal Service Agreement, Shareholders Agreements and Joint Ventures Agreement etc.

Prior to his appointment as Director (Finance), he held the position of Executive Director (Finance & Accounts) in GAIL. As Executive Director (Finance), besides heading Corporate Finance and Treasury section at large, he lead the treasury functions for mobilisation of funds from domestic and international markets and taking investment decisions in large infrastructure projects, he was also actively involved in investor relations and interactions with Analysts fraternity. Besides serving a long tenure at the GAIL corporate office, he was on secondment to Petronet LNG Ltd., during its formative years from 1998 to 2002. Thereafter, he was posted at GAIL's largest manufacturing unit viz petrochemical plant at Pata, U.P. for

4 years. It was during his stint in Petrochemicals Unit at GAIL, Pata he introduced e-budget for preparation and control of capital and revenue budget of the unit. He joined GAIL in 1985 as a finance officer and rose to the position of Director (Finance). Having joined in the early stages of the Company he was part and parcel of the growth trajectory of the Company.

Shri Purkayastha holds Nil equity shares of the Company.

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

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

ITEM NO. 4

Shri Ashutosh Jindal (44 years) is an IAS officer from Manipur-Tripura cadre (1995) and appointed as Director on GAIL's Board w.e.f. 24.02.2015. He has done B.E in Electronics & Commn Engg. and has a post graduation in Economics.

During his career spanning over two decades, he has held various positions in the State of Tripura at the District and State Level. Before joining the MoP&NG, he was working as Secretary of Finance, Urban Development and Tourism Departments in the State of Tripura. He has served as an Advisor in the Indian Mission to European Union (EU) in Brussels (Belgium).

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

Shri Jindal holds Nil equity shares of the Company.

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

S. No.	Directorship	Chairmanship/Membership of Committee(s)
1	Indian Oil Corporation Limited	Nil

ITEM NO. 6

Shri Sanjay Kumar Srivastava (61 Years) was appointed as Director on GAIL's Board w.e.f. 20.11.2015. He is a 1978 batch IAS officer, superannuated as Secretary to the Government of India, Ministry of Coal. He holds a Master's Degree in Political Science from Allahabad University. He has done advance diploma in Management in Finance. During his service career of over 36 years, he has held various assignments with the Government of India and the State of Assam/ Meghalaya specially in the areas of industries, power, labour and mines. He has also served as Special Secretary, Ministry of Mines, Government of India and Principal Secretary, Government of Assam.

He served as Joint Secretary/Additional Secretary, Ministry of Labour & Employment. He was coordinating all works connected with the International Labour Organisation. He was India's Sherpa for the preliminary negotiations meeting held in Washington of the G20 countries for the Labour Ministers' Conference. He looked after child labour, social security and occupational safety & health. He attended meetings of the International Labour Conference (tri-annual) of International Labour Organisation (ILO) and ILO Governing body meetings every year from 2006-2010. He was a member of the Indian delegation to New York to attend the meeting of UN Committee on convention on the Elimination of All Forms of Discrimination against Women (CEDAW).

He was the Chairman of the Expert Committee of the Employees Pension Schemes,

Nurturing a resilient ecosystem

Chairman of the Committee on amendments in the Coal Mines Regulation, 1957 and Oil Mines Regulation, 1984.

He participated in the official bilateral negotiations in the sphere of industrial cooperation with the delegations from France, Italy, Bulgaria, China, Japan, Germany, USA, Bangladesh, Cyprus, etc. Represented Ministry of Industry, Government of India, in the joint commission meetings with France, European Union, Italy, Bulgaria, Cyprus, Bangladesh.

Shri Srivastava holds Nil equity shares of the Company.

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

S. No.	Directorship	Chairmanship/Membership of Committee(s)
1	Rashtriya Ispat Nigam Limited	Nil

ITEM NO. 7

Shri Anupam Kulshreshtha (64 Years) was appointed as Director on GAIL's Board w.e.f. 28.11.2015. He has done M.Sc. (Phy), MBA, LL.B., CISA, CISM, CRISC. He retired as the Dy. Comptroller and Auditor General of India in March, 2012.

In a long and distinguished career spanning nearly four decades, he held senior positions with the supreme audit institution of India as well as with the Government of India and also Internationally.

He worked as Assistant Auditor General with the Government of Botswana for 5 years and as a World Bank Consultant to the Auditor General, Nepal for over one year. Presently a visiting faculty with the National Institute of Financial Management (NIFM), Faridabad; he has earlier taught at the Faculty of Management Studies, Delhi University. He has experience in working with the international organisations having audited UNEP and also having worked with the IT audit committee of INTOSAI.

He has a long experience in training; as a faculty member for 5 years at the Lal Bahadur Shastri National Academy of Administration, Mussoorie, as Director, National Academy of Audit and Accounts, Shimla, as Director General, International Centre for Information Systems and Audit, NOIDA and as Director, NIFM, Faridabad. He was invited by the Auditor General, Maldives to train their officers for a duration of two weeks. He has been widely known as an expert in Information Technology Audit. He possess three certifications from ISACA (Information Systems Audit and Control Association), Chicago; namely Certified in Risk and Information Systems Control (CRISC), Certified Information Security Manager (CISM) and Certified Information Systems Auditor (CISA).

He has contributed many articles in various professional journals. He is the recipient of the prestigious "Visionary Leader Award" from 'ET Now' in 2013.

Shri Kulshreshtha holds Nil equity shares of the Company.

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

S. No.	Directorship	Chairmanship/Membership of Committee(s)
1	Nil	Nil

ITEM NO. 8

Shri Sanjay Tandon (52 Years) was appointed as a Director on GAIL's Board w.e.f. 20.11.2015. He is a Chartered Accountant and a Cost Accountant by professional qualification and has a rich experience of nearly 30 years.

After completing his studies, Sanjay Tandon started practicing as a Chartered Accountant. After that he started the work of Share Broking, Commodity Broking and Insurance Broking. Presently he is also running a Call Centre in which about 4000 people are employed.

He served as a member of the 'Human Resource Development for IT/ITES' in the Information and Communication Technology Corporation, Government of Punjab.

He was a member of the Committee to discharge the functions of the Board of Studies in Human Rights & Duties, Punjab University, Chandigarh.

He served as a Director on the Board of State Bank of Hyderabad and National Hydroelectric Power Corporation.

He is a member of Administrator's Advisory Council, Chandigarh Administration, member in Standing Committee, Law & Order, Home Department, Chandigarh Administration, member in Bharat Vikas Parishad, Chandigarh and member in DAV Management Committee Pratidinhi Sabha.

He along with his spouse has written a series of books called the 'Sunrays' series and he has also written the Biography of his father titled, 'Balramji Dass Tandon - Ek Prerak Charitra'.

Shri Tandon holds Nil equity shares of the Company.

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

S. No.	Directorship	Chairmanship/Membership of Committee(s)
1	Rockman Industries Limited	Nil
2	Competent Synergies Private Limited	Nil
3	Stan Professional Private Limited	Nil

INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to the regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in the Notice convening the 32nd Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting). The Company has engaged the services of Depository viz. Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

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

The remote e-voting period commences on **Tuesday, 20th September, 2016 (9:00 am)** and ends on **Thursday, 22nd September, 2016 (5:00 pm)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 16th September, 2016**, only shall be entitled to avail the facility of remote e-voting/polling slips.

Members can opt only one mode for voting i.e. by remote e-voting or vote at AGM. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

The facility for voting through polling slip shall be made available at the meeting for the members attending the meeting who have not cast their vote by remote e-voting. If member opts for remote e-voting, then member/proxy holder are not entitled to vote at AGM. However, in case member(s) cast their vote both via remote e-voting and at AGM also, then voting done through remote e-voting shall prevail. Once the vote on a resolution is cast by the member electronically, the member shall not be allowed to change it subsequently.

STEPS FOR E-VOTING

A) The instructions for shareholders voting electronically are as under:

- The shareholders should log on to the e-voting website www.evotingindia.com
- Click on Shareholders
- Now enter your User ID:



- a. For CDSL: 16 digits beneficiary ID
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and have voted earlier on www.evotingindia.com for any Company, then your existing login ID and password to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form & Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat members as well as physical members).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RAO0000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction above.</p>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares **in physical form** will then reach directly to the Company selection screen. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- However, members holding shares **in electronic form** will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. Please take utmost care to keep your password confidential.
- (vii) Click on the relevant Electronic Voting Sequence Number (EVS/N) on which you choose to vote.
- (viii) On the voting page, you will see resolution description and against the same the option "Yes/No" for voting. Select the option "Yes or No" as desired. The option "Yes" implies that you assent to the Resolution and option "No" implies that you dissent to the Resolution.
- (ix) Click on the "Resolutions File Link" if you wish to view the entire Resolution(s).
- (x) After selecting the resolution which you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xiii) If demat account holder has forgotten password then enter the user ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- (xiv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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

- log on to www.evotingindia.com and register themselves as Corporates.
- scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- after receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- scanned copy of the board resolution and Power of Attorney (POA) which have been issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same in case the same is not uploaded before closure of voting, the vote so exercised will be rejected in the system.

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

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

- (xviii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-voting.

B) General Instructions :

- a. The voting rights of members shall be in proportion to their shares to the paid up equity share capital of the Company as on the cut-off date i.e. **Friday, 16th September, 2016**. Members may cast their votes separately for each business to be transacted in the Annual General Meeting and may also elect not to vote on some resolution.
- b. Notice of the meeting along with the Route map of the venue is also available at Company's website www.gailonline.com.
- c. Based on the consent received from Shri Sachin Agarwal, 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 Company Secretary as the person responsible for remote e-voting process.
- d. After conclusion of the Poll at AGM, the Chairperson will declare the meeting as closed. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than three days of the conclusion of the AGM. The said report will be countersigned by the Chairman or a person authorized by him in writing and declare the result of the voting forthwith.
- e. The results declared along with the Scrutinizer's Report will be hosted on the Company's website www.gailonline.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- f. The results will also be displayed on the Notice Board of the Company at its Registered Office.



Message from CMD

"In current times with multitude of game changing and disruptive forces playing out concurrently, GAIL is rooted to its conviction to pursue National priorities of strengthening drivers of growth along the Natural Gas value chain."