



NOTICE -BOOK CLOSURE (AGM) & E-VOTING

Notice is hereby given that 31st Annual General Meeting (AGM) of the Members of the Company will be held on **Wednesday, 16th day of September, 2015** at **10.30 a.m.** at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010. Annual Report (AR) for the year 2014-15, inter-alia, containing the Notice of the AGM is being sent to the members of the Company through electronic mode whose e-mail ID is validated/registered with the Depository Participant (DP) or R&TA and through physical mode to other members. Further, dispatch of notice of AGM through e-mail and registered post has been completed on 20.08.2015. Notice of the meeting is also displayed on the websites of the Company and CDSL (www.evotingindia.com).

Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, the 29th August, 2015** to **Wednesday, the 16th September, 2015 (both days inclusive)** to determine the entitlement of final dividend @30% (₹ 3/- per share), if so approved by the members at the aforesaid AGM. Interim dividend @ 30% (₹ 3/- per share) has already been paid in the month of February, 2015. Final dividend after declaration at the AGM will be paid to those eligible members whose name(s) appear:-

- as member(s) holding shares in **physical mode**, in the Register of Members of the Company after giving effect to all valid and complete transfers, lodged with R&TA/Company on or before **29th August, 2015**; and
- 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) in respect of said book closure date.

In compliance with the provisions of clause 35B of the Listing Agreement, section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to its members to exercise their right to vote by electronic means in respect of the agenda items enlisted in the AGM notice through remote e-voting facilities provided by CDSL. The remote e-voting period commences on **Saturday, 12th September, 2015 (9:00 a.m.)** and ends on **Tuesday, 15th September, 2015 (5:00 p.m.)**. The remote e-voting module shall be disabled by CDSL for voting thereafter and shall not be allowed beyond said date and time. During this intervening period, only those members of the Company, holding shares either in electronic or physical mode, as on the cut-off date i.e. **Wednesday, 9th September, 2015**, shall be entitled to cast their vote electronically or voting in the said AGM.

The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again. The facility for voting through polling slip shall be made available at the venue of the meeting for the members/proxy attending the meeting and who have not cast their vote by remote e-voting. Once a vote on a resolution is cast by the member through e-voting, the member shall not be allowed to change it. The remote e-voting facility is available at the link <https://www.evotingindia.com>. However, in case member(s) cast their vote both through remote e-voting and at AGM also, then voting done through remote e-voting shall prevail.

Members are requested to refer to instructions for remote e-voting forming part of AGM Notice. In case of any queries or issues regarding remote e-voting, please refer the e-voting manual available at www.evotingindia.com under help section.

All correspondence/queries/grievances related to remote e-voting including obtaining of login id and password by persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares of the Company as on cut-off date, may be addressed to helpdesk.evoting@cdslindia.com or contact CDSL e-voting helpdesk officials at 18002005533 (Address: 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001). Alternatively, to our R&TA at admin@mcsregistrars.com or Mr. S. Biswas, Director at 91-11-41406149-52 [Address: MCS Share Transfer Agent Limited, Unit: **GAIL (India) Limited**, 1st Floor, F-65, Okhla Industrial Area, Phase-I, New Delhi - 110020].

Shri Sachin Agarwal, Practicing Company Secretary, New Delhi has been appointed as Scrutinizer for conducting remote e-voting and ballot paper process in fair and transparent manner.

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 DPs. Member(s) are requested to keep their e-mail ID validated with their DP/R&TA, so as to receive all communication electronically including annual report, notices, circulars, etc. sent by the Company from time to time.

Member(s) who have not yet encashed their Dividend Warrant(s) may approach the R&TA/Company for issuance of demand draft(s) upon completion of necessary formalities, at least a month before the due date for transfer to IEPF. Member(s) may visit 'Investor Zone' section of the website for further reference. To facilitate the member(s) to register their request/complaint, if any, members can also approach R&TA.

Place: New Delhi
Date: 21.08.2015
E-mail: shareholders@gail.co.in
Website: www.gailonline.com

For GAIL (India) Limited
Sd/-
(N. K. Nagpal)
Company Secretary

Corporate Identification No.: L40200DL1984GOI018976

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