

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

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NOTICE

NOTICE is hereby given that the **Thirty-Eighth Annual General Meeting (AGM)** of the members of GAIL (India) Limited (Company) will be held on Friday, the **26th day of August, 2022 at 11.30 a.m.** through Video Conferencing Mode (VC) /Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements for the Financial year ended 31st March, 2022, Board's 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 Standalone as well as Consolidated Financial Statements for the Financial Year ended 31st March, 2022, Board's 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 for the Financial Year 2021-22 @ **10.00 % (₹ 1.00/- per equity share)** on the paid-up equity share capital of the Company (as on the record date) as recommended by the Board and to confirm the payment of 1st and 2nd Interim dividend @40% and 50% (₹ 4.00/- and ₹ 5.00/- per equity share) on the paid-up equity share capital of the Company already paid in the month of January, 2022 and March, 2022 respectively and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT approval of the shareholders be and is hereby accorded for payment of final dividend @ **10.00 % (₹ 1.00/- per equity share)** on the paid-up equity share capital of the Company (as on the record date), for the Financial Year 2021-22 as recommended by the Board and to confirm the payment of 1st and 2nd Interim dividend @ 40% and 50% (₹ 4.00/- and ₹ 5.00/- 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 January, 2022 and March, 2022 respectively.

3. To appoint a Director in place of Shri M V Iyer, Director (Business Development), 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 M V Iyer, Director (Business Development) (DIN- 08198178) who offered himself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation."

4. To appoint a Director in place of Dr. Navneet Mohan Kothari, Government Nominee Director, who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Dr. Navneet Mohan Kothari, Government Nominee Director (DIN- 02651712) who offered himself for re-appointment 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 FY 2022-23 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 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 2022-23."

SPECIAL BUSINESS

6. **Ratification of remuneration of Cost Auditors of the Company**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"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 aggregate 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 2021-22, amounting to ₹ 25,20,000/- (Rupees Twenty Five Lakh and Twenty Thousand only) plus applicable taxes and out of pocket expenses etc. be and is hereby ratified."

7. **Material Related Party Transactions with Petronet LNG Limited**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company, other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, with **Petronet LNG Limited** being a Related Party of the Company for FY 2023-24 relating to sale of any goods/ materials and/ or rendering of services and/ or purchase of any goods/ materials and/ or availing of services and/or transfer of other resources/ services/ obligations and to authorize Board of Directors and/ or any Committee of Directors and/or Director(s) and/ or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s)

or modification(s) of earlier arrangement(s) / transaction(s)/ agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

8. Material Related Party Transactions with Indraprastha Gas Limited

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company, other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, with **Indraprastha Gas Limited** being a Related Party of the Company for FY 2023-24 relating to sale of any goods/ materials and/ or rendering of services and/ or purchase of any goods/ materials and/ or availing of services and/ or transfer of other resources/ services/ obligations and to authorize Board of Directors and/ or any Committee of Directors and/ or Director(s) and/ or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s) / transaction(s)/ agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

9. Material Related Party Transactions with Mahanagar Gas Limited

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company, other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, with **Mahanagar Gas Limited** being a Related Party of the Company for FY 2023-24 relating to sale of any goods/ materials and/ or rendering of services and/ or purchase of any goods/ materials and/ or availing of services and/ or transfer of other resources/ services/ obligations and to authorize Board of Directors and/ or any Committee of Directors and/ or Director(s) and/ or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)

/ transaction(s)/ agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

10. Material Related Party Transactions with Maharashtra Natural Gas Limited

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company, other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, with **Maharashtra Natural Gas Limited** being a Related Party of the Company for FY 2023-24 relating to sale of any goods/ materials and/ or rendering of services and/ or purchase of any goods/ materials and/ or availing of services and/ or transfer of other resources/ services/ obligations and to authorize Board of Directors and/ or any Committee of Directors and/ or Director(s) and/ or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s) / transaction(s)/ agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

11. Material Related Party Transactions with ONGC Petro Additions Limited

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company, other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, with **ONGC Petro Additions Limited** being a Related Party of the Company for FY 2023-24 relating to sale of any goods/ materials and/ or rendering of services and/ or purchase of any goods/ materials and/ or availing of services and/ or transfer of other resources/ services/ obligations and to authorize Board of Directors and/ or any Committee of Directors and/ or Director(s) and/ or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)

/ transaction(s)/ agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

12. Material Related Party Transactions with Ramagundam Fertilizers and Chemicals Limited

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company, other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, with **Ramagundam Fertilizers and Chemicals Limited** being a Related Party of the Company for FY 2023-24 relating to sale of any goods/ materials and/ or rendering of services and/ or purchase of any goods/ materials and/ or availing of services and/ or transfer of other resources/ services/ obligations and to authorize Board of Directors and/ or any Committee of Directors and/ or Director(s) and/ or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s) / transaction(s)/ agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

13. Material Related Party Transactions with Central U.P. Gas Limited

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company, other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, with **Central U.P. Gas Limited** being a Related Party of the Company for FY 2023-24 relating to sale of any goods/ materials and/ or rendering of services and/ or purchase of any goods/ materials and/ or availing of services and/ or transfer of other resources/ services/ obligations and to authorize Board of Directors and/ or any Committee of Directors and/ or Director(s) and/ or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s) / transaction(s)/ agreement(s) or as a new transaction(s) or

otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

14. Material Related Party Transactions with Green Gas Limited

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company, other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, with **Green Gas Limited** being a Related Party of the Company for FY 2023-24 relating to sale of any goods/ materials and/ or rendering of services and/ or purchase of any goods/ materials and/ or availing of services and/ or transfer of other resources/ services/ obligations and to authorize Board of Directors and/ or any Committee of Directors and/ or Director(s) and/ or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s) / transaction(s)/ agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

15. Increase in the Authorized Share Capital of the Company

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

“**RESOLVED THAT** pursuant to the provisions of sections 13 and 61 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and provisions of the Articles of Association, the approval of members be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 5,000 crore (₹ Five Thousand Crore) to ₹ 10,000 crore (₹ Ten Thousand Crore), ranking pari passu with the existing equity shares of the Company.

FURTHER RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be amended by way of substitution of the Clause V as under:

“The authorized share capital of the Company is ₹ 10000,00,00,000 (₹ Ten Thousand Crore) divided into 1000,00,00,000 (One Thousand Crore) equity shares of ₹ 10/- (₹ Ten) each, with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide and/ or subdivide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance

with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may, for the time being, be provided by the Articles of Association of the Company but subject always to the provisions of the Companies Act, 2013 including amendments thereto from time to time.'

16. Amendment of Objects clause of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, the approval of members be and is hereby accorded for amendment in Main Objects Clause of the Memorandum of Association of the Company by substitution of the following existing Clauses as under:

Clause 13

To carry on the business of marketing, manufacturing, producing, processing, refining, exporting, importing, buying, selling, dealing in all types of chemicals, petrochemical products including but not limited to specialty chemicals, bio/ plastic recycling, coal tar products, coal derivatives, dyes, drugs, medicines, pharmaceuticals, petroleum and their products, co-products, by-products, derivatives, intermediates.

Clause 16

To carry on the business of purchasing, marketing, selling, importing, exporting, producing, trading, participating, investing in energy exchange, manufacturing or otherwise in all aspects of planning investigation, research, design and preparation of preliminary, feasibility and definite project reports, construction, generation, operation and maintenance of Electric Power, stations and Projects, transmission, distribution and sale of Electric Power, Electric Power Development, ancillary and other allied industries and for that purpose to install, operate and manage all necessary plants, establishments and works.

Clause 17

To carry out all activities in the Renewable value chain including but not limited to marketing, generation, transmission, distribution, trading, storage, buying, selling of wind, hydro, tidal, geothermal, solar, energy storage, pumped storage, battery energy storage and any other form of renewable energy on captive/ commercial basis and also to undertake the business of other allied /ancillary industries/Products including manufacturing, marketing, trading, operating, assembling, buying, selling, hiring, letting on hire or otherwise of Solar Cells /Modules, component parts, spare parts, accessories, equipment , apparatus etc.

Clause 24

To carry out all activities including but not limited to marketing, generation, transmission/ transportation, distribution, trading, production, buying, selling of biomass, biogas, compressed bio gas, Ethanol, biofuel, all derivatives, by-products and related products etc. and manufacturing, assembling, trading, marketing, hiring, letting on hire component parts, spare parts, accessories, equipments and apparatus for use in connection therewith and all business relating thereto.

Clause 28

To carry on business of manufacture, assembling, import, distribution, buying and selling, marketing of appliances, component parts, spare parts, accessories, equipments relating to gas marketing, liquefaction, regasification, storage, distribution and related activities such as gas meter, CNG kits, LNG regasification plant, LNG liquefaction plants, skids, etc.

FURTHER RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, the approval of members be and is hereby accorded for amendment in Main Objects Clause of the Memorandum of Association of the Company by addition of following new clauses as under:

Clause 31

To carry on all activities in the Hydrogen value chain but not limited to manufacturing, marketing, assembling, buying, selling, hiring, letting on hire of all component parts, spare parts, accessories, equipments and apparatus for use along with its derivatives and carriers such as ammonia, methanol, Liquid Organic Hydrogen Carriers (LOHC), electrolyser and its associated components etc. related to the business of production, transportation (pipeline, tube trailer, pressurised container, liquid hydrogen including transportation of hydrogen through hydrogen carrier fluids), storage, buying, selling, trading, distributing, importing, exporting, infrastructure creation, sourcing, processing, distribution, marketing, mixing, blending and otherwise in the country and elsewhere.

Clause 32

To establish, participate, support, supply, manufacture, assemble, provide services, technical know-how in all the sustainability-related initiatives and technologies such as Carbon Capture Utilisation and Storage (CCUS), GHG emissions, carbon trading, direct sale of CO², trading , marketing of CO² products, carbon markets, CO² valorization, etc.

Clause 33

To augment, create, establish, set up, facilitate and provide derivative services including transacting in financial and commodity markets etc. on commercial basis or otherwise.

Clause 34

To carry out all activities including manufacturing, assembling, buying, selling, hiring, letting on hire of or enter into any arrangement in mobility solutions value chain including but not limited to Electric Vehicles (EV), Fuel Cell Electric Vehicles (FCEV), Fuel cells, Battery, Battery storage, battery swapping, charging infrastructure & solutions, multi fuel outlets and all business relating thereto.

FURTHER RESOLVED THAT the Chairman & Managing Director and/or Director and/or Company Secretary be and are hereby authorized to do all such acts, deeds, matters, things and take such steps as may be considered necessary, or expedient for giving effect to the above resolutions."

17. ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF FREE RESERVES

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

“RESOLVED THAT –

- i. pursuant to Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time, Article 117 of the Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, rules, regulations, etc., if any and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize a sum of **₹ 2191,69,98,810** out of the Free Reserves Account or such other account for distribution among the holders of existing fully paid equity shares of ₹ 10/- each of the Company, whose names will appear in the Register of Members / Beneficial Owners’ Position of the Company (including Global Depository Receipt “GDR” holders) on Record Date to be decided by the Board of Directors for this purpose (which expression shall also include a Committee thereof/ CMD), as an increase of the nominal amount of the equity share capital of the Company held by each such shareholder (including “GDR” holder), and not as income or in lieu of dividend, credited as **219,16,99,881** new fully paid equity shares of ₹ 10/- each as bonus shares in the proportion of **1 (one)** new equity bonus share of Rs. 10/- each for every **2 (Two)** existing fully paid equity share(s) of Rs. 10/- each held.
- ii. the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.
- iii. no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued to shareholders holding shares in physical mode and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who hold the existing equity shares in electronic form.
- iv. the allotment of the new equity bonus shares and payment in respect of fractional entitlement, if any, to the extent that they relate to non-resident members of the Company (including GDR holders), shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 or and other applicable laws, rules, regulations, etc., if any as may be deemed necessary.
- v. the Board shall not issue any certificate or coupon in respect of fractional shares, if any, but the total number of such new equity shares representing such fractions shall be allotted by the Board (which expression shall also include a Committee thereof) to a nominee(s) to be selected by the Board, who would hold them as trustee(s) for the equity shareholders who would have entitlement to such fractions. Such nominee(s) will as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting/ deducting the cost and expenses in respect thereof, be distributed among such members who are entitled to such fractions in proportion of their respective holding and allotment of fractions thereof.
- vi. the Board or such other authority as approved by the Board be and is hereby authorized to take necessary steps for Listing of such Bonus Shares (including GDRs) on the Stock Exchanges where the equity shares of the Company are listed, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Guidelines, Rules and Regulations and amendments made thereto.
- vii. for the purpose of giving effect to the aforesaid resolutions, the Board / Committee of the Board be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper.”

By Order of the Board
Sd/-
(A.K. Jha)
Company Secretary
(M. No. ACS 18644)

Dated: 27.07.2022
Place: New Delhi

NOTES

- In view of the continuing COVID-19 pandemic, social distancing is a pre-requisite which needs to be followed. Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 (MCA Circulars) and Securities and Exchange Board of India ('SEBI') vide Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD1/P/CIR/2021/602 dated July 23, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (SEBI Circulars) have permitted the holding of AGM through VC/OAVM.

In terms of the said circulars, the 38th 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 is also available at the Company's website www.gailonline.com

- 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 therefore, Proxy Form is not forming part of the Notice.
- 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 is required to be provided to the company.
- In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
- Notice of 38th AGM and Annual Report 2021-22 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 and also on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com .
- 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 Companies Act, 2013.
- 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. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on first come first serve basis excluding large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- 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 **23rd August, 2022** mentioning their name, demat account number/folio number, email ID, mobile number.
- The Board of Directors of the Company has recommended a final dividend of Re. 1.00 per equity share. The Company has fixed **Tuesday, August 2, 2022 as the 'Record Date'** for determining entitlement of members to receive final dividend for the financial year ended March 31, 2022, if approved, at the AGM. The final dividend, once approved by the members in the ensuing AGM, will be paid to the eligible members within the stipulated period of 30 days of declaration.
- The dividend will be paid through electronic mode to those members whose updated bank account details are available. For members whose bank account details are not updated, dividend warrants / demand drafts will be sent to their registered address. To avoid delay in receiving dividend, members are requested to register / update their bank account details.
- Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company is taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of dividend. In order to enable us to determine the applicable TDS rate, members are requested to submit the relevant documents on or before **Friday, August 12, 2022**. The detailed communication regarding TDS on dividend is provided on the link: <https://gailonline.com/IZInvestorInformation.html>
Kindly note that no documents in respect of TDS would be accepted from members after Friday, August 12, 2022 (*Separate communication will be sent to all the shareholders for submission of relevant documents at dedicated e-mail-id of the Company i.e. dividend@gail.co.in*).
- 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 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 Relations 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.
- 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 have 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)/ Shares have been transferred to IEPF shall be entitled to get dividend/ Shares in respect of such claims in accordance with the provisions of the Companies Act, 2013 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://www.gailonline.com/IZInvestorInformation.html> and the details of due date of transfer of dividend/ Shares, as applicable to IEPF can be viewed/ downloaded at the following link- <https://www.gailonline.com/pdf/InvestorsZone/IEPFtable.pdf>

14. 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, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts if not yet updated. Members holding shares in physical form can submit their PAN details to R&TA/Company.
15. Members are requested to note that SEBI vide circular dated November 3, 2021 has mandated that Members holding shares in physical mode are required to update the following with the Company/R&TA:
 - PAN;
 - KYC details containing address, mobile number, e-mail address, bank account details;
 - Nomination details.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/R&TA at the earliest.

16. Members are requested to note that SEBI vide circular dated January 25, 2022 has mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing service requests for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition purposes.

Members holding shares in physical mode are requested to get their holdings converted into dematerialised mode.

17. Since AGM is being conducted through VC/OAVM and no physical presence is required, therefore, *Attendance slip and*

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode with CDSL/NSDL:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

Route Map of the Venue is also not forming part of the Notice.

18. Webcasting of the Annual General Meeting

In terms of Regulation 44 of SEBI (LODR), the Company is also providing one-way live 'Webcast' of the proceedings of the Annual General Meetings for the shareholders on **Friday, 26th August, 2022 from 11.30 a.m.** onwards till conclusion of the AGM. You may access the same at GAIL's website (www.gailonline.com).

19. Instructions for Remote E-Voting

Pursuant to the Regulation 44 of the SEBI (LODR), 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 38th 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 **Monday, 22nd August, 2022 (9:00 am) (IST) and ends on Thursday, 25th August, 2022 (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. **Friday, 19th August, 2022**, only shall be entitled to avail the facility of remote e-voting.

20. Steps for Remote E-Voting:

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-Voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts /websites of Depositories / Depository Participants (DPs). Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Further, Shareholders are advised to update their mobile number and e-mail id with their DPs in order to access e-Voting facility.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending an OTP on registered Mobile No. & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at above mentioned website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL is as under:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B) Login method for e-Voting and joining virtual meetings for shareholders other than individuals holding shares in Demat form:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.

- (ii) Click on "Shareholders" module.
- (iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	*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 (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company 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 (iii).

- (vii) After entering these details appropriately, click on **"SUBMIT"** tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- (xi) Click on the EVSN for the relevant <GAIL (INDIA) LIMITED > on which you choose to vote.
- (xii) 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.
- (xiii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.
- (xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app **"m-Voting"**. The m-Voting app can be downloaded from respective App Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 by 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 at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, (CDSL) 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 toll free no. 1800 22 55 33.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

- iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi) 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.
- vii) Shareholders who would like to express their views/ask questions during the meeting do so by registering themselves as a speaker by sending their request in advance from **19th August, 2022 (9:00 a.m.) (IST) to 23rd August, 2022 (05.00 p.m.) (IST)** mentioning their name, demat account number/folio number, email id, 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 Financial Statements or any other matter to be placed at the 38th AGM are requested to write to the Company on or before **23rd August, 2022** mentioning their name, demat account number/folio number, email id, mobile number along with query to shareholders@gail.co.in. These queries will be suitably replied by the Company through email.

- viii) 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.
- ix) 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 participating in the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

- a. 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 **Company/R&TA email Id**.
- b. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while **e-Voting**.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 22 55 33.

21. General Instructions:

- i) 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.
- ii) 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, 19th August, 2022**. 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 any of the resolution(s).
- iii) Based on the consent received from Shri Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, Board has appointed him as the Scrutinizer to scrutinize voting process in a fair and transparent manner.
- iv) 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 two working days of the conclusion of the AGM. The said report will be countersigned by the Chairperson or person authorized by him in writing and declare the result of the voting forthwith.
- v) 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 e-voting. The results shall simultaneously be communicated to the Stock Exchange(s).
- vi) The results will also be displayed on the Notice Board of the company at its Registered Office.
- vii) Members who need assistance before or during the AGM may contact CDSL on or any of the following Helpline Numbers:

Name of Concerned Officials	Contact Number	Email ID
Shri Rakesh Dalvi, Senior Manager, (CDSL)	022-23058542/43 and 022- 23058738	helpdesk.evoting@cdslindia.com

22. Following is annexed with the Notice:

- i) **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) and also pursuant to provision of SEBI (LODR) Regulations, 2015 in respect of remuneration of Auditors.

- ii) **A brief resume** of the Director(s) proposed for appointment/ re-appointment as mandated in Regulation 36 of the SEBI (LODR) Regulations, 2015 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. For the purpose of determination of the Committee positions, Chairpersonship/ Membership 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 (SS-2) ON GENERAL MEETINGS AND SEBI (LODR) REGULATIONS, 2015

ITEM NO. 5- FIXATION OF REMUNERATION OF THE JOINT STATUTORY AUDITOR(S) OF THE COMPANY FOR THE FY 2022-23

As per provisions of 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 (LODR) Regulations, 2015. Audit Committee is required to recommend the appointment and fixation of remuneration of Statutory Auditors to the Board.

In exercise of the powers conferred by section 139(5) of the Companies Act 2013, the Comptroller and Auditor General of India (C&AG) appoints Statutory Auditor(s) of the Company. Accordingly, on receipt of communication from C&AG regarding appointment of Statutory Auditors and authorization by the members in the AGM, the Board of Directors will decide and fix the remuneration of Statutory Auditors for the FY 2022-23 based 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 in 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- RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of following Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2021-22:

S. No.	Name of the Cost Auditor	Region
1	M/s R J Goel & Co., New Delhi	Northern Region-I
2	M/s Chandra Wadhwa & Co., New Delhi	Northern Region-II
3	M/s Shome & Banerjee, Kolkata	Central Region
4	M/s A B K & Associates, Mumbai	Western Region
5	M/s Dhananjay V Joshi & Associates, Pune	Southern Region
6	M/s Mani & Co., Kolkata	Eastern Region

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, to the Cost Auditors during the financial year 2021-22 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. 7 TO 14- APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH RELATED PARTIES

As per provision of Section 188 of the Companies Act, 2013, Related Party Transactions (RPT) such as sale / purchase of goods or services, disposal or lease of property of any kind, appointment of any agent for purchase or sale of any goods, materials, services or property etc. which are not in ordinary course of business or not on arm's length basis and exceeding the specified limits of turnover/net-worth require consent of the members.

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 ₹ 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the company, whichever is lower, even if such transaction is in ordinary course of business and at arms' length.

SEBI vide circular dated April 08, 2022 has clarified with respect to Shareholders approval for Material RPT(s):

- i. Shareholders approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months.

- ii. In case of omnibus approvals for material RPTs obtained from Shareholders in general meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year.

The Company undertakes transactions with Related Parties i.e. its Subsidiary, Associate and Joint Venture Companies, in the ordinary course of its business and on arms' length basis for furtherance of the business interest of the Company. The Company proposes to enter into Material RPT with Related Parties as mentioned in Item no. 7, 8, 9, 10, 11, 12, 13 and 14. The Audit Committee reviewed the material RPT and recommended the same for approval of the Board. The Board of the Company have reviewed the material RPT and recommended the same for approval of the Shareholders. Accordingly, Shareholders approval for the material RPT is being sought at ensuing AGM.

The summary of information required under Regulation 23(4) of SEBI LODR Regulations read with SEBI Circular dated November 22, 2021 for RPT which are likely to exceed ₹ 1,000 crore during FY 2023-24 is provided herewith:

a. Petronet LNG Limited

Name of the Related Party	Petronet LNG Limited (PLL)
Nature of Business of Related Party	LNG imports / distribution and regasification
Nature of Relationship	Joint Venture and GAIL holds 12.50% equity stake
Type of Related Party Transactions	<ul style="list-style-type: none"> • Purchase of Natural Gas • Utilizes re-gasification facilities • Receipt of Dividend
Material terms and conditions	<ul style="list-style-type: none"> • Long term agreement for purchase of Natural Gas including utilization of Regasification Services is entered with PLL which inter-alia includes the commercial terms which are market linked and similar to the contract executed by PLL with other off-takers. Spot contracts are executed through tenders. • As approved by PLL Board/ Shareholders as per their Dividend Distribution Policy.
Expected value of Related Party Transactions during FY 2023-24	₹ 30,745 crore
Tenure of the Related Party Transactions	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2023-24.

Justification for Related Party Transactions with the Related Party	GAIL is in the business of marketing and transmission of gas. GAIL procures LNG Cargoes and re-gasified Liquefied Natural Gas from PLL and utilizes re-gasification facilities of PLL located at Dahej, Gujarat and Kochi, Kerala. Arrangement(s)/ Transaction(s) are commercially beneficial.
Expected value of transaction with Related Party (FY 2023-24) represented by % of GAIL's consolidated turnover of FY 2021-22 (₹ 92,636 crore)	33.19%
Expected value of transaction with Related Party (FY 2023-24) represented by % of Related Party consolidated turnover of FY 2021-22	71.33%

b. Indraprastha Gas Limited

Name of the Related Party	Indraprastha Gas Limited (IGL)
Nature of Business of Related Party	City Gas Distribution
Nature of Relationship	Associate/ Joint Venture and GAIL holds 22.50% equity stake
Type of Related Party Transactions	<ul style="list-style-type: none"> • Sale and distribution of Natural Gas (domestic and imported) • Receipt of Dividend • Reimbursement of expenditure • Receipt of sitting fee/ commission of profit in respect of GAIL nominated Directors on IGL Board
Material terms and conditions	<ul style="list-style-type: none"> • Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and executed by GAIL with other off-takers. • As approved by IGL Board/ Shareholders as per their Dividend Distribution Policy • Reimbursement of salary of employees on deputation etc. • As per approved policy of IGL
Expected value of Related Party Transactions during FY 2023-24	₹ 10,000 crore

Tenure of the Related Party Transactions	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2023-24.
Justification for Related Party Transactions with the Related Party	GAIL is in the business of marketing and transmission of natural gas. GAIL sells and distributes Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. Arrangement(s)/ Transaction(s) are commercially beneficial.
Expected value of transaction with Related Party (FY 2023-24) represented by % of GAIL's consolidated turnover of FY 2021-22 (₹ 92,636 crore)	10.79%
Expected value of transaction with Related Party (FY 2023-24) represented by % of Related Party consolidated turnover of FY 2021-22	118.44%

c. Mahanagar Gas Limited

Name of the Related Party	Mahanagar Gas Limited (MGL)
Nature of Business of Related Party	City Gas Distribution
Nature of Relationship	Associate/ Joint Venture and GAIL holds 32.50% equity stake
Type of Related Party Transactions	<ul style="list-style-type: none"> Sale and distribution of Natural Gas (domestic and imported) Receipt of Dividend Reimbursement of expenditure Receipt of sitting fee/ commission of profit in respect of GAIL nominated Directors on MGL Board
Material terms and conditions	<ul style="list-style-type: none"> Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and executed by GAIL with other off-takers. As approved by MGL Board/ Shareholders as per their Dividend Distribution Policy Reimbursement of salary of employees on deputation etc. As per approved policy of MGL
Expected value of Related Party Transactions during FY 2023-24	₹ 5,828 crore

Tenure of the Related Party Transactions	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2023-24.
Justification for Related Party Transactions with the Related Party	GAIL is in the business of marketing and transmission of gas. GAIL sells and distributes Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. Arrangement(s)/ Transaction(s) are commercially beneficial.
Expected value of transaction with Related Party (FY 2023-24) represented by % of GAIL's consolidated turnover of FY 2021-22 (₹ 92,636 crore)	6.29%
Expected value of transaction with Related Party (FY 2023-24) represented by % of Related Party consolidated turnover of FY 2021-22	150.94%

d. Maharashtra Natural Gas Limited

Name of the Related Party	Maharashtra Natural Gas Limited (MNGL)
Nature of Business of Related Party	City Gas Distribution
Nature of Relationship	Associate/ Joint Venture and GAIL holds 22.50% equity stake
Type of Related Party Transactions	<ul style="list-style-type: none"> Sale and distribution of Natural Gas (domestic and imported) Receipt of Dividend Reimbursement of expenditure
Material terms and conditions	<ul style="list-style-type: none"> Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and executed by GAIL with other off-takers. As approved by MNGL Board/ Shareholders Reimbursement of salary of employees on deputation etc.
Expected value of Related Party Transactions during FY 2023-24	₹ 2,833 crore
Tenure of the Related Party Transactions	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2023-24

Justification for Related Party Transactions with the Related Party	GAIL is in the business of marketing and transmission of gas. GAIL sells and distributes Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. Arrangement(s)/ Transaction(s) are commercially beneficial.
Expected value of transaction with Related Party (FY 2023-24) represented by % of GAIL's consolidated turnover of FY 2021-22 (₹ 92,636 crore)	3.06%
Expected value of transaction with Related Party (FY 2023-24) represented by % of Related Party consolidated turnover of FY 2021-22	207.37%

e. ONGC Petro Additions Limited

Name of the Related Party	ONGC Petro Additions Limited (OPAL)
Nature of Business of Related Party	Production of polymers
Nature of Relationship	Associate/ Joint Venture and GAIL holds 49.21% on paid-up equity share capital of OPAL
Type of Related Party Transactions	<ul style="list-style-type: none"> Sale and distribution of Natural Gas
Material terms and conditions	<ul style="list-style-type: none"> Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and executed by GAIL with other off- takers.
Expected value of Related Party Transactions during FY 2023-24	₹ 1,050 crore
Tenure of the Related Party Transactions	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2023-24
Justification for Related Party Transactions with the Related Party	GAIL is in the business of marketing and transmission of gas. GAIL sells and distributes Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. Arrangement(s)/ Transaction(s) are commercially beneficial.
Expected value of transaction with Related Party (FY 2023-24) represented by % of GAIL's consolidated turnover of FY 2021-22 (₹ 92,636 crore)	1.13%

Expected value of transaction with Related Party (FY 2023-24) represented by % of Related Party consolidated turnover of FY 2021-22	6.54%
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f. Ramagundam Fertilizers and Chemicals Limited

Name of the Related Party	Ramagundam Fertilizers and Chemicals Limited (RFCL)
Nature of Business of Related Party	Manufacturing of Gas based Urea
Nature of Relationship	Associate/ Joint Venture and GAIL holds 14.72% equity stake
Type of Related Party Transactions	<ul style="list-style-type: none"> Sale and distribution of Natural Gas
Material terms and conditions	<ul style="list-style-type: none"> Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and executed by GAIL with other off- takers.
Expected value of Related Party Transactions during FY 2023-24	₹ 4,458 crore
Tenure of the Related Party Transactions	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2023-24
Justification for Related Party Transactions with the Related Party	GAIL is in the business of marketing and transmission of gas. GAIL sells and distributes Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. Arrangement(s)/ Transaction(s) are commercially beneficial.
Expected value of transaction with Related Party (FY 2023-24) represented by % of GAIL's consolidated turnover of FY 2021-22 (₹ 92,636 crore)	4.81%
Expected value of transaction with Related Party (FY 2023-24) represented by % of Related Party consolidated turnover of FY 2021-22	291.82%

g. Central U.P. Gas Limited

Name of the Related Party	Central U.P. Gas Limited (CUGL)
Nature of Business of Related Party	City Gas Distribution
Nature of Relationship	Associate/ Joint Venture and GAIL holds 25.00% equity stake

Type of Related Party Transactions	<ul style="list-style-type: none"> Sale and distribution of Natural Gas (domestic and imported) Receipt of Dividend Reimbursement of expenditure
Material terms and conditions	<ul style="list-style-type: none"> Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and executed by GAIL with other off-takers. As approved by CUGL Board/ Shareholders Reimbursement of salary of employees on deputation etc.
Expected value of Related Party Transactions during FY 2023-24	₹ 1,040 crore
Tenure of the Related Party Transactions	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2023-24
Justification for Related Party Transactions with the Related Party	GAIL is in the business of marketing and transmission of gas. GAIL sells and distributes Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. Arrangement(s)/ Transaction(s) are commercially beneficial.
Expected value of transaction with Related Party (FY 2023-24) represented by % of GAIL's consolidated turnover of FY 2021-22 (₹ 92,636 crore)	1.12%
Expected value of transaction with Related Party (FY 2023-24) represented by % of Related Party consolidated turnover of FY 2021-22	200.99%

h. Green Gas Limited

Name of the Related Party	Green Gas Limited (GGL)
Nature of Business of Related Party	City Gas Distribution
Nature of Relationship	Associate/ Joint Venture and GAIL holds 49.98% equity stake
Type of Related Party Transactions	<ul style="list-style-type: none"> Sale and distribution of Natural Gas (domestic and imported) Receipt of Dividend Reimbursement of expenditure

Material terms and conditions	<ul style="list-style-type: none"> Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and executed by GAIL with other off-takers. As approved by GGL Board/ Shareholders Reimbursement of salary of employees on deputation etc. is on cost-to-cost basis
Expected value of Related Party Transactions during FY 2023-24	₹ 1,180 crore
Tenure of the Related Party Transactions	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2023-24
Justification for Related Party Transactions with the Related Party	GAIL is in the business of marketing and transmission of gas. GAIL sells and distributes Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. Arrangement(s)/ Transaction(s) are commercially beneficial.
Expected value of transaction with Related Party (FY 2023-24) represented by % of GAIL's consolidated turnover of FY 2021-22 (₹ 92,636 crore)	1.27%
Expected value of transaction with Related Party (FY 2023-24) represented by % of Related Party consolidated turnover of FY 2021-22	225.42%

As the expected value of transaction(s) for FY 2023-24 exceeds ₹ 1,000 crore, being the threshold limit for Material Related Party Transactions under the SEBI LODR Regulations, 2015 Shareholders approval is being sought.

As per provisions of SEBI LODR Regulations 2015 no related party shall vote to approve the Resolution(s) as set out in the accompanied Notice, whether the entity is a related party to the particular transaction or not. In case, any related party inadvertently votes in favour on such resolution(s), the same will not be considered for passing of the resolutions.

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

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

- Shri Manoj Jain, Chairman and Managing Director, GAIL is non-executive Chairman on the Board of Mahanagar Gas Limited and non-executive Director on the Board of Petronet LNG Limited.
- Shri M.V. Iyer, Director (BD), GAIL is non-executive Chairman on the Board of Central U.P. Gas Limited.
- Shri R.K. Jain, Director (Finance) & CFO, GAIL is non-executive Director on the Board of Indraprastha Gas Limited.
- Shri Deepak Gupta, Director (Projects), GAIL is non-executive Chairman on the Board of Maharashtra Natural Gas Limited.

ITEM NO. 15 - INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

The present authorized share capital of the Company is ₹ 5,000 crores (Rupees Five Thousand Crore) divided into 500 crore (Five Hundred Crore) equity shares of ₹ 10/- each. GAIL is having a Capex plan of appx. ₹ 30,000 crores in next 3-4 years. These projects will be funded partly through internal resources and partly through debt, which may also include the equity route. Further, Company also considers issue of fully-paid bonus equity shares to its Shareholders from time to time in line with Guidelines on Capital Restructuring of Central Public Sector Enterprises issued by Government of India (GoI), Ministry of Finance (MoF), Department of Investment & Public Asset Management (DIPAM).

Considering the same, the Board has approved, subject to the members approval, an increase in the authorized share capital from ₹ 5,000 crore (Rupees Five Thousand Crore) to ₹ 10,000 crore (Rupees Ten Thousand Crore).

Pursuant to the provisions of sections 13 and 61 and other applicable provisions of the Companies Act, 2013 an increase in authorized share capital needs consequent amendment to the Memorandum of Association of the Company. The approval of members is therefore sought to increase the Authorized Share Capital of the Company from ₹ 5,000 crore (Rupees Five Thousand Crore) to ₹ 10,000 crore (Rupees Ten Thousand Crore) and consequent amendment in the Memorandum of Association of the Company by substitution of Clause V.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except 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. 16- AMENDMENT OF OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

GAIL is exploring the possibility of entering into new business areas to embed and sustain a culture that will enable the Company to achieve its long-term strategic objectives and sustainable growth. Accordingly, it is proposed to amend the Main Object Clause of the Memorandum of Association of the Company for inclusion of the following:

- Diversification into specialty chemicals business as per GAIL's Strategy 2030.
- To explore the possibility of taking equity in energy exchange.
- In line with GAIL's vision for clean energy forms, it is also currently pursuing acquiring equity in solar glass and module manufacturing besides setting up of wind, solar power plants including Round The Clock power generation through storage

system.

- GoI has launched Ethanol Blended Petrol (EBP) program with a target of 10% ethanol blending in petrol by ESY (Ethanol Supply Year) 2021-22 and 20% by ESY 2029-30. Ministry of Petroleum & Natural Gas (MoP&NG) has also specified targets for setting up of First-Generation Ethanol (1G Ethanol) plants by various Oil & Gas Public Sector Undertakings.
- Green Hydrogen as a new business activity has been pioneered by GAIL in line with Government of India's National Hydrogen Mission.
- In line with GAIL's vision along with the sustainability goal of GAIL to reduce carbon emissions for a cleaner environment while aligning with India's COP 26 pledges and achieving Net Zero target by 2070. In order to reduce CO² emission and moving towards Net-zero Greenhouse Gases (GHG) and beyond.
- GAIL is already hedging its own portfolio. Diversification into providing risk management services for its customers shall unlock new business opportunities.
- GAIL is also providing mobility solutions services and GAIL's Strategy 2030 specified this new business avenue.

Section 13 of the Companies Act, 2013 stipulates that the Main Objects Clause of the Memorandum of Association of a company can be amended by a Special Resolution passed by the members 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 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. 17- ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF FREE RESERVES

The present Authorized Share Capital of the Company is ₹ 5,000 crores out of which share capital of ₹ 4,440.39 crore is paid-up (which reduced to ₹ 4,383.40 crore after the conclusion of Buyback of shares in June 2022). As on 31st March, 2022, the free reserves were ₹ 45,410 crore.

The proposal to increase the authorized share capital from the present level of ₹ 5,000 crores to ₹ 10,000 crores is appearing in item no.15. To capitalize a portion of reserves, your Board in its 444th meeting held on 27.07.2022, recommended issue of Bonus Shares in proportion of 1 (one) equity share for every 2 (two) existing equity shares held by the members on Record Date to be fixed in this behalf by capitalizing a sum of ₹ **219,69,98,810** from Free Reserves as per audited financial statements of the Company for the financial year ended 31st March, 2022 and the same is proposed to be applied in full by issuing **219,16,99,881** fully paid-up equity shares of ₹10/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debenture) Rules, 2014, SEBI Rules and Regulations and subject to such approvals, if required, from the statutory authorities. As per Articles of Association of the Company, approval of the shareholders is required to be obtained for issue of bonus shares by capitalization of reserves.

Further, it is necessary to authorize the Board of Directors/ Committee of the Board of the Company to complete all the regulatory formalities prescribed by the SEBI, RBI, the Stock Exchanges on which the Company's securities are listed and any other regulatory authority in connection with issue and allotment of the Bonus Shares.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except 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 M V Iyer, (58 Years) joined the Board of GAIL (India) Ltd, a Maharatna PSU, as Director (Business Development) on 25th November, 2020. He is an Electrical Engineer with more than 35 years of rich and diverse experience in GAIL. Presently as Director (Business Development), he is responsible for building GAIL's Business Portfolio in India and abroad, Merger and Acquisition, Petrochemical O&M and Expansion, Exploration & Production, Research & Development, Start-Up, Health Safety & Environment management, Quality Management and Project Development.

Prior to this as Executive Director (Projects), he played an instrumental role in execution of a number of natural gas pipeline projects, which were of national importance. Kochi Kootanad Mangalore Bangalore Pipeline, Dabhol Bangalore Pipeline, Vijapur-Auraiya Pipeline, Jagdishpur-Haldia and Bokaro-Dhamra Pipeline, Mumbai-Nagpur-Jharsuguda Pipeline and Srikakulam-Angul pipeline are few of the projects that have thrived under his leadership. Implementation of six City Gas Distribution projects of GAIL also ushered under his supervision.

As a target-oriented professional, he has consistently delivered results in Projects, Operations and Maintenance roles. He has been part of the core team of GAIL for implementation of various long term and short term strategies in GAIL.

During his career, he has also been associated with several other business areas like commissioning of the Dabhol LNG Terminal and implementation of 100 MW Wind power project, 5 MW Solar power projects.

He also served as a Director on the Board of Indradhanush Gas Grid Limited (IGGL), a company responsible for implementation of 1,656-kilometre-long natural gas pipeline spreading across 8 North Eastern States of India.

Shri Iyer holds 544 equity shares of the Company (self and as a beneficial owner).

Shri Iyer attended 15 Board meetings of the Company during FY 2021-22.

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

Shri Iyer has not resigned from any listed entities in the past three years.

Shri Iyer holds the Directorship and Chairpersonship/ Membership of the Committee(s) in other Companies as under:

S. No.	Directorship held in other Company	Name of the Committee*	Position held in the Committee
1	China Gas Holdings Limited	--	--
2	Central UP Gas Limited	--	--
3	ONGC Tripura Power Company Limited	--	--
4	GAIL Global (Singapore) Pte. Limited	--	--
5	Konkan LNG Limited	--	--

* Audit Committee and Stakeholders Relationship Committee

ITEM NO. 4

Dr. Navneet Mohan Kothari, (44 Years) joined the Board of GAIL (India) Ltd. as a Government Nominee Director on 16th June, 2021. Dr. Kothari is an IAS officer of 2001 Batch of MP Cadre. He has worked in various departments in the Govt. of Madhya Pradesh which include Agriculture Cooperation & Farmer Welfare and Finance.

Dr. Kothari holds Nil equity shares of the Company (self and as a beneficial owner).

Dr. Kothari attended 13 Board meetings of the Company during FY 2021-22.

Dr. Kothari does not have any relation inter-se with other Director(s) and KMP(s) of the Company.

Dr. Kothari has not resigned from any listed entities in the past three years.

Dr. Kothari holds the Directorship and Chairpersonship/ Membership of the Committee(s) in other Companies as under:

S. No.	Directorship held in other Company	Name of the Committee*	Position held in the Committee
1	Indian Oil Corporation Limited	Audit Committee	Member
2	Indian Strategic Petroleum Reserves Limited	-	-

* Audit Committee and Stakeholders Relationship Committee