



GAIL (India) Limited

40th Annual General Meeting (AGM)

GAIL (India) Limited

Wednesday, 28th August, 2024 at 11.30 a.m.



GAIL (INDIA) LIMITED

(A Government of India Undertaking)

Registered Office: 16, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066
CIN: L40200DL1984GOI018976 Website: www.gailonline.com E-mail: shareholders@gail.co.in
Phone: 011-26182955, Fax: 011-26185941

NOTICE

NOTICE is hereby given that the **Fortieth Annual General Meeting (AGM)** of the members of GAIL (India) Limited (Company) will be held on **Wednesday, 28th August, 2024 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, 2024, 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, 2024, 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 appoint a Director in place of Shri Ayush Gupta, Director (HR) (DIN 09681775), 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 Ayush Gupta, Director (HR) (DIN 09681775) who offered himself for re-appointment be and is hereby re-appointed as Director (HR) of the Company liable to retire by rotation."

3. To appoint a Director in place of Shri Kushagra Mittal (DIN 09026246), 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 Shri Kushagra Mittal (DIN 09026246), Government Nominee Director who offered himself for re-appointment be and is hereby re-appointed as Government Nominee Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

4. **Approval for appointment of Shri Asheesh Joshi as a Government Nominee Director of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Shri Asheesh Joshi (DIN 09005888), Joint Secretary, Ministry of Petroleum & Natural Gas, Government of India, who was nominated by the President of India as Government Nominee Director of the Company vide MoP&NG letter no. CA-31032/1/2021-PNG-37493 dated October 18, 2023 and appointed as Nominee Director as per provision of section 161(3) of the Companies Act, 2013 w.e.f. October 18, 2023 by the Board of Directors to hold the post of Government Nominee Director of the Company, be and is hereby appointed as Government Nominee Director of the Company for a period of three years on co-terminus basis or until further order, whichever is earlier, liable to retire by rotation and on such terms and conditions (including extension), as may be determined by the President of India/ Government of India from time to time."

5. **Approval for appointment of Shri Rajeev Kumar Singhal as a Director (Business Development) of the Company**

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

"RESOLVED THAT in accordance with the provisions of section 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company, Shri Rajeev Kumar Singhal (DIN 09230386) who was nominated as Director (Business Development) by the President of India vide MoP&NG letter CA-31022/5/2021-PNG (40321) dated 28.11.2023

and appointed as an Additional Director as per provision of section 161(1) of the Companies Act, 2013 w.e.f. 28.11.2023 by the Board of Directors to hold the post of Director (Business Development) of the Company, be and is hereby appointed as Director (Business Development) of the Company, liable to retire by rotation on such terms and conditions, remuneration and tenure (including extension, change in designation) as may be determined by the President of India/ Government of India from time to time."

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 2023-24, amounting to Rs. 27,78,300/- (Rupees Twenty-Seven Lakh and Seventy-Eight Thousand Three Hundred 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 and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Petronet LNG Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. Rs. 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, for FY 2025-26 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 making capital contribution and/ or providing loan and/ or guarantee and/ or receipt of dividend 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 and/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 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 and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Ramagundam Fertilizers and Chemicals Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. Rs. 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, for FY 2025-26 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 making capital contribution and/ or providing loan and/ or guarantee and/ or receipt of dividend 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 and/ 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 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 and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Indraprastha Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. Rs. 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, for FY 2025-26 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 making capital contribution and/ or providing loan and/ or guarantee and/ or receipt of dividend 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 and/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 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 and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Mahanagar Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. Rs. 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, for FY 2025-26 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 making capital contribution and/ or providing loan and/ or guarantee and/ or receipt of dividend 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 and/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 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 and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Maharashtra Natural Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. Rs. 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, for FY 2024-25 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 making capital contribution and/ or providing loan and/ or guarantee and/ or receipt of dividend 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 and/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 Aavantika 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 and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Aavantika Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. Rs. 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, for FY 2025-26 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 making capital contribution and/ or providing loan and/ or guarantee and/ or receipt of dividend 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 and/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 and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Central U.P. Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. Rs. 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, for FY 2025-26 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 making capital contribution and/ or providing loan and/ or guarantee and/ or receipt of dividend 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 and/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 and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Green Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. Rs. 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, for FY 2025-26 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 making capital contribution and/ or providing loan and/ or guarantee and/ or receipt of dividend 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 and/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. Material Related Party Transactions with Bhagyanagar 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 and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Bhagyanagar Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. Rs. 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, for FY 2025-26 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 making capital contribution

and/ or providing loan and/ or guarantee and/ or receipt of dividend 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 and/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.”

By Order of the Board

**Sd/-
(Mahesh Kumar Agarwal)
Company Secretary
(M. No. ACS 69402)**

Dated: 10.07.2024
Place: New Delhi

NOTES

1. The following is annexed with the Notice:
 - i) Explanatory Statement pursuant to section 102 of the Companies Act, 2013 read with Secretarial Standards issued by the Institute of Company Secretaries of India, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) in respect of the Special Business, as applicable.
 - ii) The business set out in the Notice to be transacted through electronic voting system and the Company is providing facility for voting by electronic means (instructions for remote e-voting are annexed).
 - iii) A brief resume of the Director(s) proposed for appointment/re-appointment as mandated in Regulation 36 of the SEBI LODR Regulations. For the purpose of Directorship, the Companies incorporated under the Companies Act, 2013 only has been considered. 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.
2. GAIL is a Government Company under the administrative control of the Ministry of Petroleum & Natural Gas (MoP&NG), Government of India and the power to appoint/ nominate Director(s) vests with the Government of India. All Directors of the Company viz. Executive, Non- Executive and Independent Directors are appointed/ nominated by MoP&NG based on the skills/expertise/ competencies required for the Company. In view thereof, the Board of Directors has not identified the list of core skills / expertise / competencies required by a Director in the context of Company's business, as required under SEBI LODR Regulations. GAIL is a Government Company, therefore, the remuneration of its Executive Directors is determined by the Government of India.
3. 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, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 9/2023 dated September 25, 2023 (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, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2024/001 dated January 5, 2023; SEBI/HO/CFD/PoD-2/P/CIR/2024/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (SEBI Circulars) have permitted the holding of AGM through VC/OAVM, which does not require physical presence of members at a common venue.

In terms of the said circulars, the 40th 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
4. 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. Further, Attendance slip and Route Map of the Venue is also not forming part of the Notice.
5. In pursuance of section 112 and section 113 of the Act, representatives of the body corporate 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.
6. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
7. Notice of the 40th AGM and Annual Report 2023-24 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
8. 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.
9. The Members can join the meeting through VC/OAVM mode 15 minutes before and upto 15 minutes 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.

10. 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 24th August, 2024** mentioning their name, demat account number/folio number, email ID, mobile number.
11. The dividend declared by the Company, if any, from time to time 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 enable the Company to better serve its members it is requested that those members who wish to avail the National Automated Clearing House (NACH) facility i.e. direct credit of dividend amount in the bank account are requested to update their bank details with their Depository Participant (DP) (if shares are held in electronic mode) or R&TA/Company (if shares are held in physical mode).
12. 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.
13. 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, therefore, 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 No. Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:
 - 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/RTA at the earliest.
16. Member(s) who have not registered their e-mail address(es) with the Company/Depository, are requested to please follow the following instructions to register their e-mail address so as to receive all communications electronically including annual report, notices, circulars, NACH intimation etc. sent by the Company from time to time:
 - a. For members holding shares in Physical mode, please provide necessary details like Folio No., name of member along with scanned copy of the Share Certificate (front and back), self-attested scanned copy of PAN and AADHAR by email to shareholders@gail.co.in/admin@mcsregistrars.com.
 - b. Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant or alternatively, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to shareholders@gail.co.in/admin@mcsregistrars.com.
17. Members are requested to note that SEBI vide circular dated January 25, 2022 has mandated that listed companies shall henceforth issue the securities only in dematerialized form 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.

18. Webcasting of the Annual General Meeting

In terms of Regulation 44 of SEBI LODR Regulations, the Company is also providing one-way live 'Webcast' of the proceedings of the AGM for the shareholders on **28th August, 2024 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 Regulations, 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 40th AGM 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 **Saturday, 24th August, 2024 (9:00 am) (IST) and ends on Tuesday, 27th August, 2024 (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. **Wednesday, 21st August, 2024** 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.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

A. ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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 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 hold 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
Individual Shareholders holding securities in demat mode login through their Depository Participants (DP)	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 abovementioned website.

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

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.: 022-4886 7000 and 022-2499 7000

B. ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (i) Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - b. Click on "Shareholders" module.
 - c. Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. 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.

f. 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) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant < GAIL (INDIA) LIMITED > on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload Board Resolution/Power of Attorney, if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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.

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

- i) The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.

- ii) 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.
- iii) 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 **Monday 19th August, 2024 (9:00 a.m.) (IST) to Friday, 23rd August, 2024 (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 40th AGM are requested to write to the Company on or before **Saturday, 24th August, 2024** 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 may be considered invalid as the

facility of e-voting during the meeting is available only to the shareholders attending the meeting.

D. PROCESS FOR SHAREHOLDERS TO UPDATE EMAIL/ MOBILE NO.

- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN and AADHAR by email to **Company/RTA email id**.
- ii) For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

Please update your email id & mobile no. with your respective Depository Participant (DP)/ RTA which is mandatory while e-voting & joining virtual meetings.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can 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 Mr. 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 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. **Wednesday, 21st August, 2024**. Members may cast their votes separately for each business to be transacted in the AGM and may also elect not to vote on any of the resolution(s).
- iii) Based on the consent received from Shri Sachin Agarwal, Partner, M/s 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 Chairman or person authorized by him in writing and declare the result of the voting.

- 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 Exchanges(s).
- vi) The results will also be displayed on the Notice Board of the Company at its Registered Office.

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. 4 - APPROVAL FOR APPOINTMENT OF SHRI ASHEESH JOSHI (DIN 09005888) AS A GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY

Shri Asheesh Joshi, Joint Secretary, MoP&NG was nominated as Government Nominee Director by the President of India vide letter no. CA-31032/1/2021-PNG-37493 dated 18.10.2023. He was appointed as Nominee Director w.e.f. 18.10.2023 for a period of 3 years on co-terminus basis or until further orders, whichever is earlier as per the provisions of Section 161(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company.

The Board recommends that Shri Asheesh Joshi may be appointed as Government Nominee Director of the Company, liable to retire by rotation, on such terms and conditions and tenure as may be determined by the President of India/ Government of India from time to time. Qualifications & Experience, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards etc. form part of the Notice.

Shri Asheesh Joshi is interested in this resolution to the extent of his appointment as a Director.

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

As per Regulation 17 (1C) of SEBI LODR Regulations, 2015 - GAIL is required to obtain the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors at the next General Meeting.

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. 5 - APPROVAL FOR APPOINTMENT OF SHRI RAJEEV KUMAR SINGHAL (DIN 09230386) AS DIRECTOR (BUSINESS DEVELOPMENT) OF THE COMPANY

Shri Rajeev Kumar Singhal was nominated as Director (Business Development) on whole-time basis by the President of India vide letter no. CA-31022/5/2021-PNG (40321) dated 28.11.2023. He was appointed as an Additional Director by the Board in its 463rd Board meeting held on 28.11.2023 to hold the post of Director (Business Development) as per the provisions of Section 161(1) and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company. He assumed the charge of Director (Business Development) on 28.11.2023.

The Board recommends that Shri Rajeev Kumar Singhal may be appointed as Director (Business Development) of the Company, liable to retire by rotation on such terms and conditions, remuneration and tenure as may be determined by the President

of India/ Government of India from time to time.

The Company has received a notice along with requisite fee from a member of the Company under section 160 of the Companies Act, 2013, proposing his candidature as Director of the Company. Qualifications & Experience, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards etc. form part of the Notice.

Shri Rajeev Kumar Singhal is interested in this resolution to the extent of his appointment as a Director (Business Development).

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 to the extent of their shareholding in the Company, if any.

As per Regulation 17 (1C) of SEBI LODR Regulations, 2015 - GAIL is required to obtain the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors at the next General Meeting.

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 2023-24:

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 2023-24 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 15- 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 or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; leasing of property of any kind; availing or rendering of any services; appointment of any agent for purchase or sale of 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 through ordinary resolution.

As per Regulation 23(4) of SEBI LODR Regulations 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 Rs. 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.

The Company undertakes transactions with Related Parties i.e. its Subsidiaries, Associates 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 for which approval of Audit Committee is obtained in compliance with extant provisions of the Act & SEBI LODR Regulations. The Company proposes to enter into material RPT with Related Parties as mentioned in Item no. 7-15. The Audit Committee had already reviewed the material RPT's and recommended the same for approval of the Board. The Board of the Company also reviewed the material RPT's and recommended the same for approval of

the Shareholders. Accordingly, Shareholders approval for the material RPT's 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's which are likely to exceed Rs. 1,000 crore during FY 2025-26 is provided at **Annexure-1**.

Further, the Company undertakes transactions with Subsidiaries which is expected to exceed Rs. 1,000 crore during FY 2025-26. However, approval of shareholders for Material RPTs with such Subsidiaries is exempted under SEBI LODR Regulations, being Government Company or wholly-owned subsidiaries of GAIL, whose accounts are consolidated with GAIL and placed before the shareholders at the general meeting for approval.

None of the Directors, Key Managerial Personnel and/ or their relatives 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:

- Shri Sandeep Kumar Gupta, 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 R.K. Jain, Director (Finance) & CFO, GAIL is non-executive Chairman on the Board of Indraprastha Gas Limited.
- Shri Deepak Gupta, Director (Projects), GAIL is non-executive Chairman on the Board of Green Gas Limited.

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. 2

Shri Ayush Gupta (53 Years) is an Electrical Engineer of the 1992 batch from IIT Roorkee and MBA in Operations Management.

He has over 30 years of varied and rich experience in the fields of Training and Human Resource Development, Talent Acquisition, Leadership Development, Performance Management, HRD Initiatives, Project Management and Operations & Maintenance. He is currently also on the Board of Directors of GAIL Gas Limited, a wholly owned subsidiary of GAIL.

Shri Gupta is recipient of the prestigious Chevening Rolls Royce Science, Innovation, Policy and Leadership fellowship from Oxford University in 2013, Winner of the National Corrosion Awareness Award 2004 and Emerging HRD Thinkers Award in 2011. He is the co-editor of the book 'Natural Gas Markets in India' published by Springer International and has to his credit several best papers awards for papers published and presented at national and international forums.

He has successfully led the improvements in various HRD system, process and practices including the digital initiatives for better engagement and enhancement of employee experience. He has been instrumental in formulating talent acquisition strategies to build a strong human resource pipeline for the organization. Shri Gupta was involved in implementation of the City Gas Distribution network in Taj trapezium zone and led several initiatives for bringing down the stock loss in the region during his initial career stint in GAIL.

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

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

Shri Gupta attended 11 Board meetings of the Company during FY 2023-24.

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

Shri Gupta 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	GAIL Gas Limited	-	-
2	China Gas Holdings Limited	-	-
3	GAIL Mangalore Petrochemicals Limited	-	-
4	ONGC Tripura Power Company Limited	-	-

ITEM NO. 3

Shri Kushagra Mittal (41 Years) is a B.Tech. in Mechanical Engineering from MNNIT, Allahabad. He has subsequently pursued Master's in Public Policy from IIM, Bangalore where he was awarded Director's Gold Medal for best overall performance.

He is working as Deputy Secretary in the Ministry of Petroleum & Natural Gas. He is an IRTS Officer from Civil Services batch of 2010. He looks after the matters relating to Marketing division of the ministry and oversees Pricing Policy, LPG verticals there. He has worked as Assistant Operations Manager, Divisional Operations Manager, Area Railway Manager and Senior Divisional Commercial Manager at various divisions of Western Railway where he oversaw train operations and business development in addition to general administration. Prior to joining Civil Services, he has worked with BHEL, a Maharatna CPSE thermal power plant design. He has keen interest in Business processes and financial management and is a Behavior Economics enthusiast.

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

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

Shri Mittal attended 10 Board meetings of the Company during FY 2023-24.

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

Shri Mittal 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
NIL			

ITEM NO. 4

Shri Asheesh Joshi (47 Years) is currently working as Joint Secretary in the Ministry of Petroleum & Natural Gas.

Shri Asheesh Joshi is an IAS Officer of 2006 batch belonging to Uttarakhand Cadre. He was Secretary (Additional Charge) of Drinking Water & Sanitation Department, Govt. of Uttarakhand prior to his posting in the Ministry of Petroleum and Natural Gas. He possesses rich experience of holding the position of District Magistrate and working at Senior Position in various Departments such as Housing, Home, Agriculture, Finance, Land Revenue, Planning, Energy, Tourism and Rural Development in the Govt. of Uttarakhand.

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

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

Shri Joshi attended 4 Board meetings during FY 2023-24.

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

Shri Joshi 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
NIL			

ITEM NO. 5

Shri R K Singhal (56 Years) is an Electronics and Communication Engineer from IIT BHU Varanasi with Diploma in Business and Finance-ICFAI. He joined GAIL in 1989 as Assistant Executive Engineer and has spent more than 3 decades at GAIL in various profiles. He has gained extensive exposure in operation & maintenance of natural gas installations, SCADA / Telecom, LNG Sourcing, Trading, Shipping, Marketing and Business Development activities covering Merger & Acquisition, Diversification, Renewables / Green Hydrogen, etc. A few of his notable achievements have been marketing of US LNG to 6 fertiliser plants under long term contract, renegotiation of LNG sourcing contracts from Qatar and Russia, spearheaded

acquisition of JBF Petrochemical Limited through NCLT, setting up of India's first Small Scale LNG project and acquisition of 26% stake in Japonica, LNG vessel Company.

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

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

Shri Singhal attended 4 Board meetings during FY 2023-24.

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

Shri Singhal 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	Fayum Gas	-	-
2	TAPI Pipeline Company Ltd.	-	-
3	LNG Japonica Shipping Corporation Limited	-	-

Annexure-1

Item No.	7	8	9	10	11	12	13	14	15
Name of the Related Party	Petronet LNG Limited (PLL)	Rama Gundam Fertilizers and Chemicals Limited (RFCL)	Indraprastha Gas Limited (IGL)	Mahanagar Gas Limited (MGL)	Maharashtra Natural Gas Limited (MNGL)	Aavantika Gas Limited (AGL)	Central U.P. Gas Limited (CUGL)	Green Gas Limited (GGL)	Bhagyanagar Gas Limited (BGL)
Nature of Business of Related Party	LNG imports / distribution and regasification	Manufacturing of Gas based Urea	City Gas Distribution	City Gas Distribution	City Gas Distribution	City Gas Distribution	City Gas Distribution	City Gas Distribution	City Gas Distribution
Nature of Relationship	Associate/ Joint Venture and GAIL holds 12.50% equity stake	Associate/ Joint Venture and GAIL holds 14.30% equity stake	Associate/ Joint Venture and GAIL holds 22.50% equity stake	Associate/ Joint Venture and GAIL holds 32.50% equity stake	Associate/ Joint Venture and GAIL holds 22.50% equity stake	Associate/ Joint Venture and GAIL holds 49.99% equity stake	Associate/ Joint Venture and GAIL holds 25.00% equity stake	Associate/ Joint Venture and GAIL holds 49.99% equity stake	Associate/ Joint Venture and GAIL holds 48.73% equity stake
Type of Related Party Transactions	<ul style="list-style-type: none"> Purchase of Natural Gas Utilizes re-gasification facilities Receipt of Dividend 	<ul style="list-style-type: none"> Sale and distribution of Natural Gas 	<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 	<ul style="list-style-type: none"> Sale and distribution of Natural Gas (domestic and imported) Receipt of Dividend Reimbursement of expenditure 	<ul style="list-style-type: none"> Sale and distribution of Natural Gas (domestic and imported) Receipt of Dividend Reimbursement of expenditure 	<ul style="list-style-type: none"> Sale and distribution of Natural Gas (domestic and imported) Receipt of Dividend Reimbursement of expenditure 	<ul style="list-style-type: none"> Sale and distribution of Natural Gas (domestic and imported) Receipt of Dividend Reimbursement of expenditure 	<ul style="list-style-type: none"> Sale and distribution of Natural Gas (domestic and imported) Receipt of Dividend Reimbursement of expenditure 	<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 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. 	<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 	<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 	<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. 	<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 	<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 AGL Board/ Shareholders Reimbursement of salary of employees on deputation etc. 	<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 	<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 GAIL with other off-takers. 	<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 GAIL with other off-takers.



Item No.	7	8	9	10	11	12	13	14	15
	<ul style="list-style-type: none"> As approved by PLL Board/ Shareholders as per their Dividend Distribution Policy 		<ul style="list-style-type: none"> Reimbursement of salary of employees on deputation etc. As per approved policy of IGL 	<ul style="list-style-type: none"> Reimbursement of salary of employees on deputation etc. As per approved policy of MGL 	Rs. 1,900 crore	Rs. 1,050 crore	<ul style="list-style-type: none"> Reimbursement of salary of employees on deputation etc. 	<ul style="list-style-type: none"> As approved by GGL Board/ Shareholders Reimbursement of salary of employees on deputation etc. 	<ul style="list-style-type: none"> As approved by BGL Board/ Shareholders Reimbursement of salary of employees on deputation etc.
Expected value of Related Party Transactions during FY 2025-26	Rs. 37,300 crore	Rs. 4,700 crore	Rs. 14,200 crore	Rs. 6,200 crore	Rs. 1,900 crore	Rs. 1,050 crore	Rs. 1,050 crore	Rs. 1,050 crore	Rs. 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 2025-26								
Justification for Related Party Transactions with the Related Party	<p>GAIL is in the business of marketing and transmission of gas. GAIL sales and distributes Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL.</p> <p>Arrangement(s)/ Transaction(s) are commercially beneficial.</p>								
Expected value of transaction with Related Party (FY 2025-26) represented by % of GAIL's consolidated turnover of FY 2023-24 (Rs. 1,45,875 crore)	25.57%	3.22%	9.73%	4.25%	1.30%	0.72%	0.72%	0.72%	0.72%
Expected value of transaction with Related Party (FY 2025-26) represented by % of Related Party consolidated turnover of FY 2023-24	62.27%	102.94%	91.01%	89.58%	70.37%	166.16%	140.58%	119.40%	240.76%

