



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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POSTAL BALLOT NOTICE

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI LODR Regulations**), Secretarial Standard on General Meetings (SS-2) to the extent applicable read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and Circular No. 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations that the **Ordinary Resolution(s)** set out in the Postal Ballot Notice dated **06.10.2022** are proposed to be passed by Shareholders/Members through **Postal Ballot by voting through electronic means (remote e-voting)**.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Resolution(s) is annexed.

SPECIAL BUSINESS

1. APPOINTMENT OF SHRI AYUSH GUPTA AS DIRECTOR (HR) OF GAIL (INDIA) LIMITED

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

“**RESOLVED THAT** in accordance with the provisions of section 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 Ayush Gupta (DIN-09681775) who was nominated as Director - Human Resources (HR) by the President of India vide MoP&NG letter No. CA-31024/2/2019-PNG (31534) dated 22.08.2022 and appointed as an Additional Director w.e.f. 27.08.2022 by the Board of Directors to hold the post of Director (HR) of the Company, be and is hereby appointed as Director (HR) 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.”



2. APPOINTMENT OF SHRI SANDEEP KUMAR GUPTA AS CHAIRMAN AND MANAGING DIRECTOR OF GAIL (INDIA) LIMITED

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

“**RESOLVED THAT** in accordance with the provisions of section 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 Sandeep Kumar Gupta (DIN-07570165) who was nominated as Chairman and Managing Director of the Company by the President of India vide MoP&NG letter No. CA-31022/8/2020-PNG (35574) dated 23.09.2022 and appointed as an Additional Director w.e.f. 03.10.2022 by the Board of Directors to hold the post of Chairman and Managing Director of the Company, be and is hereby appointed as Chairman and Managing Director of the Company, not 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.”

By Order of the Board

Sd/-
(Mahesh Kumar Agarwal)
Company Secretary

Dated: 06.10.2022

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 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 Indian Companies Act 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.
3. GAIL is a Government Company, therefore, the remuneration of its Functional Directors is determined by the Government of India.
4. In pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting. 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.
5. In line with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company RTA/ Depositories.
6. Documents referred in the accompanying Notice and Explanatory Statement thereto, are open for inspection by members, at the Registered Office of the Company during office hours i.e. between 11:00 a.m. to 1:00 p.m., on all working days, except Saturday(s)/Sunday(s)/Holiday(s) till the last date for remote e-voting. Members seeking inspection may send an e-mail to shareholders@gail.co.in mentioning their name, demat account number/folio number, email ID, mobile number.
7. 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 providing facility to its members to exercise their right to vote on all resolutions set forth in the Postal Ballot Notice. The Company has engaged the services of Depository viz. Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility. In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company in **physical mode** or in the Register of Beneficial Owners in **electronic mode**, as per the details furnished by the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of the business hours on **7th October, 2022** and whose email addresses are registered with the Company/Depositories.
8. Postal Ballot Notice is 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 providing the Remote e-Voting facility) i.e. www.evotingindia.com.

9. The remote e-voting period commences on **Friday, 14th October, 2022 (09:00 a.m.) (IST) and ends on Saturday, 12th November, 2022 (5.00 p.m.) (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. **7th October, 2022** only shall be entitled to avail the facility of remote e-voting.
10. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **12th November, 2022**.

11. **Instructions 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.

In conformity with the regulatory requirements, Members can vote only through remote e-voting, for which purpose they are requested to read carefully the instructions given in the Notes forming part of Postal Ballot Notice.

INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

- (i) Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.



	<ol style="list-style-type: none">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. Additionally, there is 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.3) If the user is not registered for Easi/Easiest, option to register is available at web.cdslindia.com/myeasinew/Registration/EasiRegistration4) 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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.nsdl.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.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.
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.

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 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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (ii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.



- 5) 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.
- 6) 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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-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; admin@mcsregistrars.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1) 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/RTA email Id.**

- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- 3) 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 1800 22 55 33.

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 1800 22 55 33.

12. 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. **7th October, 2022**. Members may cast their votes separately for each resolution in Postal Ballot Notice 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 the Postal Ballot through remote e-voting in a fair and transparent manner.
- iv) The Scrutinizer shall after last date of receipt of remote e-voting unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and will prepare a scrutinizer's report of the total votes cast in favour or against, if any, not later than two working days from the last date specified for remote e-voting and submit the same to the Chairperson. 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 Exchanges(s). The results will also be displayed on the Notice Board of the company at its Registered Office.

13. General Information:

- i) 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 Zone' section at Company's website for further reference. R&TA has also designated an exclusive e-mail ID viz. admin@mcsregistrars.com to facilitate investors to register their request(s)/ complaint(s), if any.
- ii) 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>
- iii) 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.
- iv) 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/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.



- v) 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.



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.1

Shri Ayush Gupta was nominated as Director (HR) on whole-time basis by the President of India vide MoP&NG letter No. CA-31024/2/2019-PNG (31534) dated 22.08.2022. He was appointed as an Additional Director w.e.f. 22.08.2022 by the Board in its 447th Board meeting held on 22.08.2022 to hold the post of Director (HR) 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 upto the date of the 38th Annual General Meeting i.e. 26th August, 2022. The notice of 38th AGM was already dispatched to shareholders prior to appointment of Shri Ayush Gupta as Director (HR) by the Board in its 447th meeting held on 22.08.2022. Therefore, his tenure as Additional Director was upto 26.08.2022. His appointment was further renewed by the Board in its 448th meeting held on 26.08.2022, as an Additional Director w.e.f. 27.08.2022.

The Board recommends that Shri Ayush Gupta may be appointed as Director (HR) 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 Ayush Gupta is interested in this resolution to the extent of his appointment as a Director.

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

As per Regulation 17 (1C) of SEBI LODR Regulations, the listed entity is required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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. 2

Shri Sandeep Kumar Gupta was nominated as Chairman and Managing Director on whole-time basis by the President of India vide MoP&NG letter No. CA-31022/8/2020-PNG (35574) dated 23.09.2022. He was appointed as an Additional Director from the date of his assumption of charge by the Board in its 449th Board meeting held on 26.09.2022 to hold the post of Chairman



and Managing Director 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 Chairman and Managing Director on 03.10.2022.

The Board recommends that Shri Sandeep Kumar Gupta may be appointed as Chairman and Managing Director of the Company, not 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 Sandeep Kumar Gupta is interested in this resolution to the extent of his appointment as a Director.

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

As per Regulation 17 (1C) of SEBI LODR Regulations, the listed entity is required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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

ITEM NO. 1

Shri Ayush Gupta (52 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.

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.

Shri Gupta 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 2 Board meetings of the Company after his appointment as Additional Director by the Board till the date of Postal Ballot notice.

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	-	-

* Audit Committee and Stakeholders Relationship Committee



ITEM NO. 2

Shri Sandeep Kumar Gupta (56 Years) is a Commerce Graduate and a Fellow of the Institute of Chartered Accountants of India.

Before joining GAIL, Shri Gupta held the position of Director (Finance) since August 2019 on the Board of Indian Oil Corporation Limited, the leading PSU integrated Energy Company in Fortune “Global 500”, and several group companies. He has wide experience of over 34 years of Oil and Gas Industry and handled F&A, Treasury, Pricing, International Trade, Optimisation, Information Systems, Corporate Affairs, Legal, Risk management, etc.

Shri Gupta held different positions in Indian Oil Corporate Office, Corporate Finance, Enterprise Risk Management, Refineries such as Guwahati Refinery, Gujarat Refinery, and Mathura Refinery.

Shri Gupta brings with him the experience of wholly- owned Subsidiaries i.e. IOC Middle East FZE at Dubai, IndOil Montney Ltd., IndOil Global B V Netherlands, and IOCL Singapore Pte. Ltd. He has rich experience of handling International Trade- Finalizing the deals for import of crude oil, petroleum products, LPG from various countries; from Middle East, Russia, West Africa, Europe, USA and Mexico etc.

Shri Sandeep Kumar Gupta has received significant training in the relevant subjects from various renowned institutions like IIM Calcutta, University of Maryland, Washington, Harvard Business School, XLRI Jamshedpur and IIM, Ahmedabad.

Shri Gupta has received prestigious individual recognition such as “CA CFO- Large Corporate – Manufacturing and Infrastructure Category” in January,2021 by ICAI for Financial and Risk Management during Pandemic and was adjudged among Top 30 CFOs in India by StartupLanes.com in May, 2022.

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 Nil Board meeting of the Company after his appointment as Additional Director by the Board till the date of Postal Ballot notice.

During past three years, Shri Gupta has resigned from the post of Director (Finance), Indian Oil Corporation Limited being appointed as Chairman and Managing Director of GAIL (India) Limited by President of India.



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	Brahmaputra Cracker and Polymer Limited	-	-

** Audit Committee and Stakeholders Relationship Committee*