



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 **Thirty-Seventh Annual General Meeting (AGM)** of the members of GAIL (India) Limited will be held on **Thursday, the 9th day of September, 2021 at 11.30 a.m.** through Video Conferencing Mode (VC)/Other AudioVisual 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, 2021, 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, 2021, 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 confirm the payment of 1st and 2nd Interim Dividend @ 25% each (₹ 2.50/- per equity share) on the paid-up equity share capital of the Company already paid in the month of February, 2021 and March, 2021 respectively and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the 1st and 2nd Interim Dividend @ 25% each (₹ 2.50/- per equity share) on the paid-up equity share capital of the Company as approved by the Board and already paid in the month of February, 2021 and March, 2021 respectively be and are hereby noted and confirmed".

3. To appoint a Director in place of Shri E S Ranganathan, Director (Marketing), 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 E S Ranganathan, Director (Marketing) (DIN-07417640) be and is hereby re-appointed as Director of the Company liable to retire by rotation."

4. To authorize Board of Directors of the Company to fix remuneration of the Joint Statutory Auditor(s) of the Company for the FY 2021-22 in terms of the provisions of section 142 of the Companies Act, 2013 and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Joint Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2021-22."

SPECIAL BUSINESS

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

5. To appoint Shri M V Iyer (DIN- 08198178) as Director (Business Development) of the Company

"RESOLVED THAT in accordance with the provisions of section 161 and other applicable provisions, if any, of the Companies Act, 2013, Shri M V Iyer (DIN- 08198178) who was nominated as Director (Business Development) by the President of India vide MoPNG letter No. CA/31022/2/2018 – PNG (33353) dated 25th November, 2020 and appointed as an Additional Director w.e.f. 25th November, 2020 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 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

"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 total/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 2020-21, amounting to ₹ 24,00,000/- (Rupees Twenty Four Lacs only) plus applicable taxes and out of pocket expenses etc. be and is hereby ratified."

7. Material Related Party Transactions with Petronet LNG Limited

"RESOLVED THAT pursuant to the provisions of Regulation 23 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) thereof for the time being in force), Related Party Transactions Policy of the Company, approval of the Members of the Company be and is hereby accorded for Material Related Party Transactions with Petronet LNG Limited, being a Related Party, during the Financial Year 2021-22 and subsequent Financial Years for purchase of goods, materials, availing of services or other resources and obligations in the ordinary course of business and on arm's length basis, which may exceed the materiality threshold limit i.e. exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time."

By Order of the Board

Dated: 9th August, 2021
Place: New Delhi

Sd/-
(A.K. Jha)
Company Secretary

NOTES

- In view of the continuing COVID-19 pandemic, social distancing is a pre-requisite which needs to be followed. Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021 (MCA Circulars) and Securities and Exchange Board of India ('SEBI') vide Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD1/P/CIR/2021/602 dated 23rd July, 2021 (SEBI Circulars) have permitted the holding of AGM through VC/OAVM.

In terms of the said circulars, the 37th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is explained in the Notice and is also available at the Company's website www.gailonline.com

- Pursuant to section 105 of the Companies Act, 2013 (the Act), a proxy is allowed to be appointed, to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since, the Company is conducting AGM through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and Proxy Form will not form part of the Notice.
- In pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the AGM. In this regard a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative is required to be provided to the company.
- In line with the aforesaid MCA Circulars and SEBI Circulars the Notice of AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
- Notice of 37th AGM and Annual Report 2020-21 are available at Company's website www.gailonline.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The Members can join the meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- Members who wish to inspect the relevant documents referred to in the Notice can send an email to shareholders@gail.co.in on or before **6th September, 2021** mentioning their name, demat account number/folio number, email id and mobile number.
- 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.
- 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://gailonline.com/pdf/InvestorsZone/Dividendhistory.pdf> and the details of due date of transfer of dividend/ Shares, as applicable to IEPF can be viewed/ downloaded at the following link- <https://gailonline.com/pdf/InvestorsZone/IEPFtable.pdf>

- 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.
- As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015) [SEBI (LODR)], as amended, securities of the listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialised form.
- Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or R&TA, the details of such folios together with the original share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Member(s) after making requisite changes.
- Since AGM is being conducted through VC/OAVM and no physical presence is required, therefore, Attendance slip, Proxy form and Route Map of the Venue will not form part of the Notice.

15. Webcasting of the Annual General Meeting

In terms of Regulation 44 of SEBI (LODR), the Company is providing one-way live "**Webcast**" of the proceedings of the Annual General Meetings for the shareholders on **9th September, 2021 from 11.30 a.m.** onwards till conclusion of the AGM. You may access the same at GAIL's website (www.gailonline.com)

16. Instructions for Remote E-Voting

Pursuant to Regulation 44 of the SEBI (LODR), Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in the Notice convening the 37th Annual General Meeting by electronic means. The Company has engaged the services of Depository viz. Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility.

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

The remote e-voting period commences on **Sunday, 5th September, 2021 (9:00 am) (IST) and ends on Wednesday, 8th September, 2021 (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. Thursday, 2nd September, 2021**, only shall be entitled to avail the facility of remote e-voting.

17. 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 9th December, 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.

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



Type of shareholders	Type of shareholders
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending an OTP on registered Mobile No. & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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's 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. 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" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- The shareholders should log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the given steps:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- (xi) Click on the EVSN for the relevant company <GAIL (INDIA) LIMITED > on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective App Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shareholders@gail.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at

www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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 may do so by registering themselves as a speaker by sending their request in advance from **3rd September, 2021 (9:00 a.m.) to 6th September, 2021 (05.00 p.m.)** mentioning their name, demat account number/folio number, email id and 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 37th AGM are requested to write to the Company on or before **6th September, 2021** mentioning their name, demat account number/folio number, email id and mobile number along with query to shareholders@gail.co.in. These queries will be suitably replied by the Company through email.

- viii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- ix) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders participating in the meeting.

18. Process for those Shareholders whose email addresses are not registered for obtaining login credentials for e-voting for the resolutions proposed in this Notice:

- (i) 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), AADHAR (self-attested scanned copy) by email to shareholders@gail.co.in / admin@mcsregistrars.com
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) 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.

19. 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. **Thursday, 2nd September, 2021**. Members may cast their votes separately for each business to be transacted in the Annual General Meeting and may also elect not to vote on any of the resolution(s).
- iii) Based on the consent received from Shri Sachin Agarwal, Practicing Company Secretary (Membership No. F-5774), Board has appointed him as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- iv) After the conclusion of the meeting, the Chairperson will declare the AGM as concluded. 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 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. 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.
- vii) Members who need assistance before or during the AGM may contact CDSL on any of the following Helpline Numbers:

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

20. Following is annexed with the Notice:

- i) Explanatory Statement pursuant to section 102 of the Companies Act, 2013 read with the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and approved as such by Government of India in respect of the Special Business(es) and also pursuant to provision of SEBI (LODR) Regulations, 2015.
- ii) A brief resume of the Director(s) proposed for appointment/re-appointment as mandated in Regulation 36 of the SEBI (LODR) Regulations, 2015. For the purpose of determination of the Committee positions, Chairpersonship/Membership is reckoned considering Audit Committee and Stakeholders Relationship Committee only.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD (SS-2) ON GENERAL MEETINGS AND SEBI (LODR)

ITEM NO. 4

As per provisions of section 142 of the Companies Act, 2013, the remuneration payable to the Auditors shall be fixed in the General Meeting of the Company or in such manner as may be determined therein. Further, as per section 177 of the Companies Act, 2013, read with regulation 18(3) of SEBI (LODR), Audit Committee is required to recommend the appointment and fixation of remuneration of Statutory Auditors to the Board.

In exercise of the powers conferred by section 139 of the Companies Act 2013, the Comptroller and Auditor General of India (C&AG) appoints Statutory Auditor(s) of the Company. Accordingly, on receipt of

communication from C&AG regarding appointment of Statutory Auditors and authorization by the members in the AGM, the Board of Directors decides and fixes the remuneration of Statutory Auditors on the recommendation of the Audit Committee. The remuneration commensurates with the quantum of work required to be undertaken by the Statutory Auditors, amendment in prevailing Laws & Regulations and in line with audit fees in peer companies.

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

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

ITEM NO.5

Shri M V Iyer was nominated as Director (Business Development) on whole-time basis by the President of India vide MoPNG letter no. CA-31022/2/2018-PNG (33353) dated 25th November, 2020. He was appointed as an Additional Director w.e.f. 25th November, 2020 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 up to the date of this Annual General Meeting. The Board recommends that Shri M V Iyer 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 him under section 160 of the Companies Act, 2013, proposing his candidature as Director of the Company. Qualifications & Experience, date of first appointment on the Board, relationship with other KMPs and Directors, Shareholding in the Company, Membership/Chairmanship of Committees of other Boards form part of the Notice.

Shri M V Iyer 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.

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

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s R J Goel & Co., New Delhi for Northern Region- I (Lead Cost Auditor) , M/s Chandra Wadhwa & Co., New Delhi for Northern Region- II, M/s Shome & Banerjee, Kolkata for Central Region, M/s A B K & Associates , Mumbai for Western region, M/s Dhananjay V Joshi & Associates, Pune for Southern Region and M/s Mani & Co., Kolkata for Eastern region as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2020-21.

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 for the financial year 2020-21 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

As per Regulation 23(4) of SEBI (LODR), 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 10% of the annual consolidated turnover of the Company as per last audited financial statements of the Company.

Petronet LNG Limited (PLL) is a joint venture of GAIL and is a related party of the Company as per the provisions of the Companies Act, 2013 and SEBI (LODR). GAIL, Bharat Petroleum Corporation Limited, Oil and Natural Gas

Corporation Limited and Indian Oil Corporation Limited each holding 12.50 % equity stake in PLL. GAIL, inter-alia, procures LNG Cargoes and re-gasified Liquefied Natural Gas from PLL and utilizes re-gasification facilities of PLL LNG re-gasification terminal(s) located at Dahej, Gujarat and Kochi, Kerala.

The expected value of transactions with PLL for FY 2021-22 is ₹ 21,848 crore. Transaction(s) with PLL is in the ordinary course of business and on arm's length basis. Approval of shareholders is sought for Material Related Party Transactions with Petronet LNG Limited, being a Related Party, during the FY 2021-22 and subsequent Financial Years for purchase of goods, materials, availing of services or other resources and obligations which are in the ordinary course of business and on arm's length basis, which may exceed the materiality threshold limit i.e. exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other threshold limits as may be specified in SEBI (LODR) from time to time.

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

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

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

BRIEF RESUME OF THE DIRECTORS PROPOSED FOR APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LODR)

ITEM NO. 3

Shri E S Ranganathan, (58 Years) joined on the Board of GAIL (India) Limited as Director (Marketing) w.e.f. 1st July, 2020.

Shri Ranganathan is an Instrumentation & Control Engineer possessing an MBA with specialization in Marketing. Shri Ranganathan possesses a rich experience of close to 35 years in leading, managing and implementing large projects and business solutions in Oil and Gas sector in the fields of Pipeline Projects, Operation and Maintenance, Marketing, Business Development and Business Information Systems entailing engineering & planning, process management, scope management, resource management, schedule

management, Enterprise Resource Planning, Technology Up-gradation, Vendor Management and Quality Assurance.

Shri Ranganathan started his career in GAIL in 1985 and has been associated with the Hazira Vijapur Jagdishpur Pipeline. He has also worked as Head of Regional Pipeline System in Cauvery Basin and in charge for Operation and Maintenance of Regional pipeline system in Krishna Godavari Basin.

Shri Ranganathan has worked as Executive Director (Corporate O&M) and General Manager (Projects) and has significant achievements to his credit including being incharge for Construction and successful commissioning for Dahej- Vijapur, Vijapur-Dadri and Bawana Nangal Pipeline Projects. He had also overseen the Development & Commercialization of GAIL's state of art Ultrasonic Meter testing facility at Hazira, which is the first in Asia.

Before joining the current assignment, he was working as Managing Director of Indraprastha Gas Limited (IGL), the largest CNG distribution company of India. In IGL, Shri Ranganathan has spearheaded the expansion of operations into Haryana, UP and Rajasthan in the country and International foray into New Yangon Project in Myanmar. Shri Ranganathan has been conferred with Forbes India Leadership Awards 2019 for his role in leading IGL. He has also been adjudged the winner in star PSU category in Business Standard Annual Awards 2019.

A firm believer in leveraging technology for business solutions, Shri Ranganathan as head of Business Information System in GAIL, had played a pioneering role in using technology towards SMART Working in the field of O&M and Project Management.

Shri Ranganathan is actively involved in various industry forums in India and overseas. He is currently Member Technical on the Governing Board of Fluid Control and Research Institute (FCRI) and was also a Member of Coordination team to finalize the Indian Standards for Metering Design and Construction under the aegis of Bureau of Indian Standards (BIS). Shri Ranganathan has been a Consultant to ADB in revamping of Gas Pipeline System in Afghanistan, and has represented the country in Pipeline Operators Forum based in Netherlands.

Shri Ranganathan holds 842 equity shares of the Company.

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

Shri Ranganathan 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 Global (Singapore) Pte. Limited	-	-
2	Bengal Gas Company Limited	-	-
3	Konkan LNG Limited	-	-
4	GAIL Gas Limited	-	-

ITEM NO. 5

Shri M V Iyer, (57 Years) joined the Board of GAIL (India) Ltd, Director (Business Development) on 25th November, 2020. He is an Electrical Engineer with more than 34 years of rich and diverse experience in GAIL. Presently as Director (Business Development), he is responsible for building GAIL's Business Portfolio in India and abroad, Merger and Acquisition, Petrochemical O&M and Expansion, Exploration & Production, Research & Development, Start-Up, Health Safety & Environment management, Quality Management and Project Development.

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

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

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

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

Shri Iyer holds 544 equity shares of the Company.

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

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

S. No.	Directorship held in other Company	Name of the Committee	Position held in the Committee
1	China Gas Holdings Limited	--	--