



गेल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

गेल भवन,
16 भीकाएजी कामा प्लेस
नई दिल्ली-110066, इंडिया
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ND/GAIL/SECTT/2022

August 26, 2022

1. Listing Compliance National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai – 400051 Scrip Code: GAIL-EQ	2. Listing Compliance BSE Limited Floor 1, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001 Scrip Code: 532155
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Sub.: Proceedings of 38th Annual General Meeting of the Company held on 26.08.2022 through Video Conferencing Mode (VC) /Other Audio-Visual Means (OAVM)

Dear Sir/Madam,

As per the requirement of Regulation 30(2) read with Para A of Schedule III - Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the summary of the proceedings of 38th Annual General Meeting of the Company held on **Friday, the 26th day of August, 2022 at 11:30 a.m.** through Video Conferencing Mode (VC) /Other Audio-Visual Means (OAVM). at the Registered office of the Company situated at 16, Bhikaiji Cama Place, R K Puram, New Delhi-110066.

The above is for your information and records please.

Thanking you,

Yours faithfully

(A.K. Jha)
Company Secretary

Encl: As above



GAIL (INDIA) LIMITED
(A Government of India Undertaking)

Registered Office: 16, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066
CIN: L40200DL19840GOI018976 **Website:** www.gailonline.com **E-mail:** shareholders@gail.co.in
Phone: 011-26182955, **Fax:** 011-26185941

PROCEEDINGS OF 38TH ANNUAL GENERAL MEETING OF THE COMPANY

Thirty-Eighth Annual General Meeting (AGM) of the members of **GAIL (India) Limited** was held on **Friday, the 26th day of August, 2022** through Video Conferencing Mode (VC)/ Other Audio-Visual Means (OAVM). The meeting commenced at 11.30 a.m. and concluded at 12.50 p.m.

Summary of Proceedings:

- Shri Manoj Jain, Chairman & Managing Director chaired the meeting.
- The Chairman informed that the Meeting was convened through VC/ OAVM in compliance with the Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Company also provided live **Webcast** of the proceedings of the AGM.
- The Chairman then requested Company Secretary to explain the process of remote e-voting. The Company Secretary briefed the members about the process of e-voting.
- The requisite quorum being present, the Chairman called the Meeting to order.
- The Chairman also informed about the presence of other Board members, Statutory Auditor(s) and Secretarial Auditor(s).
- Chairman delivered the speech. With the consent of all the Members present, the Board's Report, Auditor's Report, Audited Financial Statements etc. were taken as read.
- Company Secretary informed the Members that pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; the Company offered remote e-voting facility to its members for exercising their right to vote by electronic means from **Monday, the 22nd day of August, 2022 (9:00 am) (IST) till Thursday, the 25th day of August, 2022 (5:00 pm) (IST)**. Further, the facility for e-voting on the resolutions was also provided during the AGM till 15 minutes after the conclusion of the AGM to those members who participated in the AGM and had not casted their votes through remote e-voting. Shri Sachin Agarwal, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Company Secretary informed the items proposed for approval of shareholders and the Chairman explained the objective and implications, if any, of the resolutions

enlisted in the AGM notice. The business items discussed during the AGM were as under:

S. No.	Business Items Transacted during 38th AGM	Type of Resolution
Ordinary Business		
1	Adoption of Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2022 and Report of the Board of Directors and Auditors	Ordinary Resolution
2	To declare final dividend for the Financial Year 2021-22 @ 10.00 % (Re 1.00/- per equity share) & to confirm the payment of 1 st and 2 nd Interim Dividend already paid in January, 2022 and March, 2022 respectively	Ordinary Resolution
3	Appointment of Shri M V Iyer, Director (Business Development), who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary Resolution
4	Appointment of Dr. Navneet Mohan Kothari, Government Nominee Director, who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary Resolution
5	Authorization to the Board of Directors to fix the remuneration of the Joint Statutory Auditors for FY 2022-23	Ordinary Resolution
Special Business		
6	Approval for ratification of remuneration of Cost Auditors for FY 2021-22	Ordinary Resolution
7	Approval for Material Related Party Transactions with Petronet LNG Limited	Ordinary Resolution
8	Approval for Material Related Party Transactions with Indraprastha Gas Limited	Ordinary Resolution
9	Approval for Material Related Party Transactions with Mahanagar Gas Limited	Ordinary Resolution
10	Approval for Material Related Party Transactions with Maharashtra Natural Gas Limited	Ordinary Resolution
11	Approval for Material Related Party Transactions with ONGC Petro Additions Limited	Ordinary Resolution
12	Approval for Material Related Party Transactions with Ramagundam Fertilizers and Chemicals Limited	Ordinary Resolution
13	Approval for Material Related Party Transactions with Central U.P. Gas Limited	Ordinary Resolution

14	Approval for Material Related Party Transactions with Green Gas Limited	Ordinary Resolution
15	Increase in the Authorized Share Capital of the Company	Ordinary Resolution
16	Amendment of Objects clause of Memorandum of Association of the Company	Special Resolution
17	Issue of Bonus Shares by way of Capitalisation of Free Reserves	Ordinary Resolution

- Chairman invited Shareholders for discussion/ to raise queries on the items of business, which were suitably addressed. Further, he informed that the Company will separately disseminate the results of e-voting to the stock exchanges and the same will also be hosted on the website of Central Depository Services (India) Limited as well as that of the Company as per the statutory requirements. The results will also be displayed on the Notice Board of the Company at its Registered Office.
- Director (HR) offered vote of thanks to the Shareholders.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013; the rules notified thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

(A.K. Jha)
Company Secretary