



**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](http://www.gailonline.com) **E-mail:** [shareholders@gail.co.in](mailto:shareholders@gail.co.in)

**Phone:** 011-26182955, **Fax:** 011-26185941

**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 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/Special Resolution(s)** set out in the Postal Ballot Notice 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 Rakesh Kumar Jain (DIN–08788595) as Director (Finance) 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 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 Rakesh Kumar Jain (DIN–08788595) who was nominated as Director (Finance) by the President of India vide MoP&NG letter No. CA-31022/11/2019-PNG (32917) dated 30.11.2021 and appointed as an Additional Director w.e.f. 1.12.2021 by the Board of Directors to hold the post of Director (Finance) & Chief Finance Officer (CFO) of the Company, be and is hereby appointed as Director (Finance) 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 Deepak Gupta (DIN– 09503339) as Director (Projects) 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 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 Deepak Gupta (DIN– 09503339) who was nominated as Director (Projects) by the President of India vide MoP&NG letter No. CA-31022/2/2019-PNG (28687) dated 11.02.2022 and appointed as an Additional Director w.e.f. 12.02.2022 by the Board of Directors to hold the post of Director (Projects) of the Company, be and is hereby appointed as Director (Projects) 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.”

## 3. Appointment of Prof. Dr. Ravikant Kolhe (DIN 09406892) as an Independent Director of the Company

To consider, and if thought fit, to pass the following resolution as a **Special 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, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company, Prof. Dr. Ravikant Kolhe (DIN 09406892) who was nominated as non-official Independent Director on the Board of Directors of GAIL (India) Limited by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021 and appointed as an Additional Director w.e.f. 22.11.2021 by the Board of Directors to hold the post of non-official Independent Director of the Company, be and is hereby appointed as non-official Independent Director of the Company for a period of three years (upto 07.11.2024), not 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.”

## 4. Appointment of Shri Sher Singh (DIN 09404758) as an Independent Director of the Company

To consider, and if thought fit, to pass the following resolution as a **Special 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, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company Shri Sher Singh (DIN 09404758) who was nominated as non-official Independent Director on the Board of Directors of GAIL (India) Limited by the President of India vide MoP&NG letter No. CA -31033/2/2021-PNG (39069) dated 08.11.2021 and appointed as an Additional Director w.e.f. 22.11.2021 by the



Board of Directors to hold the post of non-official Independent Director of the Company, be and is hereby appointed as non-official Independent Director of the Company, for a period of three years (upto 07.11.2024) not 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.”

**5. Appointment of Dr. Nandhagopal Narayanasamy (DIN 06535490) as an Independent Director of the Company**

To consider, and if thought fit, to pass the following resolution as a **Special 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, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company Dr. Nandhagopal Narayanasamy (DIN 06535490), who was nominated as non-official Independent Director on the Board of Directors of GAIL (India) Limited by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021 and appointed as an Additional Director w.e.f. 17.11.2021 by the Board of Directors to hold the post of non-official Independent Director of the Company, be and is hereby appointed as non-official Independent Director of the Company, for a period of three years (upto 07.11.2024) not 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.”

**6. Appointment of Shri Akhilesh Jain (DIN 07731983) as an Independent Director of the Company**

To consider, and if thought fit, to pass the following resolution as a **Special 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, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company, Shri Akhilesh Jain (DIN 07731983) who was nominated as non-official Independent Director on the Board of Directors of GAIL (India) Limited by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021 and appointed as an Additional Director w.e.f. 08.11.2021 by the Board of Directors to hold the post of non-official Independent Director of the Company, be and is hereby appointed as non-official Independent Director of the Company, for a period of three years (upto 07.11.2024) not 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.”

**7. Appointment of Shri Sanjay Kashyap (DIN 09402360) as an Independent Director of the Company:**

To consider, and if thought fit, to pass the following resolution as a **Special 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, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company, Shri Sanjay Kashyap (DIN 09402360) who was nominated as non-official Independent Director on the Board of Directors of GAIL (India) Limited by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021 and appointed as an Additional Director w.e.f. 17.11.2021 by the Board of Directors to hold the post of non-official Independent Director of the Company, be and is hereby appointed as non-official Independent Director of the Company, for a period of three years (upto 07.11.2024) not 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.”

**8. Appointment of Smt. Kangabam Inaocha Devi (DIN 07812922), as an Independent Director of the Company:**

To consider, and if thought fit, to pass the following resolution as a **Special 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, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company Smt. Kangabam Inaocha Devi (DIN 07812922), who was nominated as non-official Independent Director on the Board of Directors of GAIL (India) Limited by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021 and appointed as an Additional Director w.e.f. 18.11.2021 by the Board of Directors to hold the post of non-official Independent Director of the Company, be and is hereby appointed as non-official Independent Director of the Company, for a period of three years (upto 07.11.2024) not 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.”

**9. Material Related Party Transactions with Indraprastha Gas Limited**

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

“**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) or re-enactment thereof, for the time being in force) and the Related Party Transactions Policy of the Company, approval of the Shareholders of the Company be and is hereby accorded for Material Related Party Transactions and subsequent material modifications, if any, with Indraprastha Gas Limited, being a Related Party of the Company during the Financial Year 2022-23 and also for subsequent Financial Years relating to sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations in the ordinary course of business and at arm’s length basis, 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.”

#### **10. Material Related Party Transactions with Mahanagar Gas Limited**

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

“**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) or re-enactment thereof, for the time being in force) and the Related Party Transactions Policy of the Company, approval of the Shareholders of the Company be and is hereby accorded for Material Related Party Transactions and subsequent material modifications, if any, with Mahanagar Gas Limited, being a Related Party of the Company during the Financial Year 2022-23 and also for subsequent Financial Years relating to sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations in the ordinary course of business and at arm’s length basis, 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.”

#### **11. Material Related Party Transactions with Maharashtra Natural Gas Limited**

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

“**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) or re-enactment thereof, for the time being in force) and the Related Party Transactions Policy of the Company, approval of the Shareholders of the Company be and is hereby accorded for Material Related Party Transactions and subsequent material modifications, if any, with Maharashtra Natural Gas Limited, being a Related Party of the Company during the Financial Year 2022-23 and also for subsequent Financial Years relating to sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations in the ordinary course of business and at arm’s length basis, 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.”

#### **12. Material Related Party Transactions with ONGC Petro Additions Limited**

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

“**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) or re-enactment thereof, for the time being in force) and the Related Party Transactions Policy of the Company, approval of the Shareholders of the Company be and is hereby accorded for Material Related Party Transactions and subsequent material modifications, if any, with ONGC Petro Additions Limited, being a Related Party of the Company during the Financial Year 2022-23 and also for subsequent Financial Years relating to sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations in the ordinary course of business and at arm's length basis, 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.”

### **13. Material Related Party Transactions with Ramagundam Fertilizers and Chemicals Limited**

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

“**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) or re-enactment thereof, for the time being in force) and the Related Party Transactions Policy of the Company, approval of the Shareholders of the Company be and is hereby accorded for Material Related Party Transactions and subsequent material modifications, if any, with Ramagundam Fertilizers and Chemicals Limited, being a Related Party of the Company during the Financial Year 2022-23 and also for subsequent Financial Years relating to sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations in the ordinary course of business and at arm's length basis, 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.”

By Order of the Board

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

**Dated:** 24.03.2022

**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 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. The Government Nominee Directors do not receive any remuneration from the Company. However, Independent Directors are being paid sitting fees of Rs. 40,000/- and Rs. 30,000/- for attending each meeting of the Board and Committee respectively in addition to the expenses incidental thereto.
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](mailto:shareholders@gail.co.in) .

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 **25<sup>th</sup> March, 2022**.
8. Postal Ballot Notice is available at Company's website [www.gailonline.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The remote e-voting period commences on **Friday, 1<sup>st</sup> April, 2022 (09:00 a.m.) (IST)** and ends on **Saturday, 30<sup>th</sup> April, 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. **Friday, 25<sup>th</sup> March, 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. **30<sup>th</sup> April, 2022**
11. 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](mailto:admin@mcsregistrars.com) to facilitate investors to register their request(s)/ complaint(s), if any.
12. 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>.

13. 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.
14. 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.

15. 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.

#### **16. 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) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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	<ol style="list-style-type: none"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) 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. 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on</li></ol>



	<p><a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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.</p>

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the</li></ul>



	sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> 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"><li>• 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.</li></ul>

- (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) **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](http://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](mailto: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](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel



(East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### 17. General Instructions:

- i) Members who have not yet registered their e-mail id(s) or who want to change their e-mail id are requested to approach their respective DP (for electronic holding) or with R&TA/ Company (for physical holding), so as to receive all communications electronically including annual report, notices, circulars, NACH intimation etc. sent by the Company from time to time.
- ii) The voting rights of members shall be in proportion to their shares to the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, 25<sup>th</sup> March, 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](http://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.



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

**ITEM NO.1**

**Shri Rakesh Kumar Jain** was nominated as Director (Finance) on whole-time basis by the President of India vide letter no CA-31022/11/2019-PNG (32917) dated 30.11.2021. He was appointed as an Additional Director and Chief Financial Officer (CFO) w.e.f. 01.12.2021 to hold the post of Director (Finance) 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 till approval of Shareholders. The Board recommends that Shri Rakesh Kumar Jain may be appointed as Director (Finance) 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, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards etc. form part of the Notice.

Shri Rakesh Kumar Jain 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 states that the listed entity shall 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 Deepak Gupta** was nominated as Director (Projects) on whole-time basis by the President of India vide letter no CA-31022/2/2019-PNG (28687) dated 11.02.2022. He was appointed as an Additional Director w.e.f. 12.02.2022 to hold the post of Director (Projects) 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 till approval of Shareholders through Postal Ballot is obtained. The Board recommends that Shri Deepak Gupta may be appointed as Director (Projects) 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, relationship with other KMPs and Directors, Shareholding in the Company, Membership/ Chairmanship of Committees of other Boards etc. form part of the Notice.

Shri Deepak 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 states that the listed entity shall 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.3**

**Prof. Dr. Ravikant Kolhe** was nominated as non-official Independent Director by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021. He was appointed as an Additional Director (non-official Independent Director) for a period of three years (from the date of MoP&NG letter) w.e.f. 22.11.2021 (date of allotment of Director Identification Number and inclusion of name in the data bank of Indian Institute of Corporate Affairs) 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 till approval of Shareholders . The Board recommends that Prof. Dr. Ravikant Kolhe may be appointed as non-official Independent 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, 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.

Prof. Dr. Ravikant Kolhe 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.

Regulation 17 (1C) of SEBI LODR Regulations states that the listed entity shall 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. Further, Regulation 25(2A) of SEBI LODR Regulations states that the



appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. 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.4**

**Shri Sher Singh** was nominated as non-official Independent Director by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021. He was appointed as an Additional Director (non-official Independent Director) for a period of three years (from the date of MoP&NG letter) w.e.f. 22.11.2021 (date of allotment of Director Identification Number and inclusion of name in the data bank of Indian Institute of Corporate Affairs) 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 till approval of Shareholders. The Board recommends that Shri Sher Singh may be appointed as non-official Independent 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, 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 Sher Singh 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.

Regulation 17 (1C) of SEBI LODR Regulations states that the listed entity shall 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. Further, Regulation 25(2A) of SEBI LODR Regulations states that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. 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**

**Dr. Nandhagopal Narayanasamy** was nominated as non-official Independent Director by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021. He was appointed as an Additional Director (non-official Independent Director) for a period of three years (from the date of MoP&NG letter) w.e.f. 17.11.2021 (inclusion of name in the data bank of Indian Institute of Corporate Affairs) 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 till approval of Shareholders. The Board recommends that Dr. Nandhagopal Narayanasamy may



be appointed as non-official Independent 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, 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.

Dr. Nandhagopal Narayanasamy 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.

Regulation 17 (1C) of SEBI LODR Regulations states that the listed entity shall 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. Further, Regulation 25 of SEBI LODR Regulations states that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. 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**

**Shri Akhilesh Jain** was nominated as non-official Independent Director by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021. He was appointed as an Additional Director (non-official Independent Director) for a period of three years (from the date of MoP&NG letter) w.e.f. 08.11.2021 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 till approval of Shareholders. The Board recommends that Shri Akhilesh Jain may be appointed as non-official Independent 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, 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 Akhilesh Jain 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.



Regulation 17 (1C) of SEBI LODR Regulations states that the listed entity shall 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. Further, Regulation 25(2A) of SEBI LODR Regulations states that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. 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**

**Shri Sanjay Kashyap** was nominated as non-official Independent Director by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021. He was appointed as an Additional Director (non-official Independent Director) for a period of three years (from the date of MoP&NG letter) w.e.f. 17.11.2021 (date of allotment of Director Identification Number and inclusion of name in the data bank of Indian Institute of Corporate Affairs) 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 till approval of Shareholders. The Board recommends that Shri Sanjay Kashyap may be appointed as non-official Independent 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, 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 Sanjay Kashyap 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.

Regulation 17 (1C) of SEBI LODR Regulations states that the listed entity shall 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. Further, Regulation 25(2A) of SEBI LODR Regulations states that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. 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. 8**

**Smt. Kangabam Inaocha Devi** was nominated as non-official Independent Director by the President of India vide MoP&NG letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021.



He was appointed as an Additional Director (non-official Independent Director) for a period of three years (from the date of MoP&NG letter) w.e.f. 18.11.2021 (inclusion of name in the data bank of Indian Institute of Corporate Affairs) 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 till approval of Shareholders. The Board recommends that Smt. Kangabam Inaocha Devi may be appointed as non-official Independent 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, proposing her 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.

Smt. Kangabam Inaocha Devi is interested in this resolution to the extent of her 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 states that the listed entity shall 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. Further, Regulation 25(2A) of SEBI LODR Regulations states that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. 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. 9**

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.

Indraprastha Gas Limited (IGL) 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 Regulations. GAIL and Bharat Petroleum Corporation Limited each holds 22.50% equity stake in IGL. GAIL supplies Natural Gas (domestic and imported) to IGL.

The expected value of transactions between your Company and IGL for FY 2022-23 is Rs. 6,115 crore. Transaction(s) with IGL is in the ordinary course of business and on arm's length basis.



Your Company has signed Gas Sales and Transportation Agreements with IGL for supply of Natural Gas as per following details at its respective Geographical Areas:

- APM (domestic gas through Government allocation of domestic Gas for CNG and Domestic PNG customers) and non-APM which is valid upto July, 2026
- LT RLNG GSA valid upto April, 2028, HH RLNG GSA valid upto Feb, 2027 & JCC RLNG GSA valid upto Sep, 2026.

As expected value of Related Party Transactions with IGL is more than Rs. 1,000 crore, approval of shareholders is sought for Material Related Party Transactions and subsequent material modifications, if any, with IGL being a Related Party, during the Financial Year 2022-23 and subsequent Financial Years relating to sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations in the ordinary course of business and at arm's length basis, which may exceed the materiality threshold limit i.e. Rs. 1,000 crore or such other threshold limits as may be specified in SEBI LODR Regulations from time to time.

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

GAIL is in the business of marketing and transmission of gas. GAIL sale and distribute Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. As such, transaction with IGL is in interest of the Company.

IGL consolidated turnover for FY 2020-21 is 113.05% in comparison to proposed transaction of GAIL with IGL for FY 2022-23. GAIL's consolidated turnover for FY 2020-21 is 10.69% in comparison to proposed transaction of GAIL with IGL for FY 2022-23.

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

None of the Directors, Key Managerial Personnel and/ or their relatives except Shri R.K. Jain, Director (Finance) (GAIL nominated Director on IGL Board) and/ or their relative, is/ are interested or concerned, financially or otherwise in the resolution or may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

#### **ITEM NO. 10**

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.

Mahanagar Gas Limited (MGL) is a related party of the Company as per the provisions of the Companies Act, 2013 and SEBI LODR Regulations. GAIL holds 32.50% equity stake in MGL. GAIL supplies Natural Gas (domestic and imported) to MGL.

The expected value of transactions between your Company and MGL for FY 2022-23 is Rs. 4,340 crore. Transaction(s) with MGL is in the ordinary course of business and on arm's length basis.

Your Company has signed Gas Sales and Transportation Agreements with MGL for supply of Natural Gas as per following details at its respective Geographical Areas:

- APM (domestic gas through Government allocation of domestic Gas for CNG and Domestic PNG customers) and non-APM which is valid upto July, 2026
- RLNG which is valid upto March, 2027

As expected value of Related Party Transactions with MGL is more than Rs. 1,000 crore, approval of shareholders is sought for Material Related Party Transactions and subsequent material modifications, if any, with MGL being a Related Party, during the Financial Year 2022-23 and subsequent Financial Years relating to sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations in the ordinary course of business and at arm's length basis, which may exceed the materiality threshold limit i.e. Rs. 1,000 crore or such other threshold limits as may be specified in SEBI LODR Regulations from time to time.

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

GAIL is in the business of marketing and transmission of gas. GAIL sale and distribute Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. As such, transaction with MGL is in interest of the Company.

MGL consolidated turnover for FY 2020-21 is 185.65% in comparison to proposed transaction of GAIL with MGL for FY 2022-23. GAIL's consolidated turnover for FY 2020-21 is 7.59% in comparison to proposed transaction of GAIL with MGL for FY 2022-23.

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

None of the Directors, Key Managerial Personnel and/ or their relatives except Shri Manoj Jain, CMD and Director (HR) (GAIL nominated Chairman on MGL Board) and/ or their relative, is/



are interested or concerned, financially or otherwise in the resolution or may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

### **ITEM NO. 11**

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.

Maharashtra Natural Gas Limited (MNGL) 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 Regulations. GAIL and Bharat Petroleum Corporation Limited each holds 22.50% equity stake in MNGL. GAIL supplies Natural Gas (domestic and imported) to MNGL.

The expected value of transactions between your Company and MNGL for FY 2022-23 is Rs. 1,335 crore. Transaction(s) with MNGL is in the ordinary course of business and on arm's length basis.

Your Company has signed Gas Sales and Transportation Agreements with MNGL for supply of Natural Gas as per following details at its respective Geographical Areas:

- APM (domestic gas through Government allocation of domestic Gas for CNG and Domestic PNG customers) and non-APM which is valid upto July, 2026
- RLNG which is valid upto December 2037

As expected value of Related Party Transactions with MNGL is more than Rs. 1,000 crore, approval of shareholders is sought for Material Related Party Transactions and subsequent material modifications, if any, with MNGL being a Related Party, during the Financial Year 2022-23 and subsequent Financial Years relating to sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations in the ordinary course of business and at arm's length basis, which may exceed the materiality threshold limit i.e. Rs. 1,000 crore or such other threshold limits as may be specified in SEBI LODR Regulations from time to time.

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

GAIL is in the business of marketing and transmission of gas. GAIL sale and distribute Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. As such, transaction with MNGL is in interest of the Company.





MNGL consolidated turnover for FY 2020-21 is 166.65% in comparison to proposed transaction of GAIL with MNGL for FY 2022-23. GAIL's consolidated turnover for FY 2020-21 is 2.33% in comparison to proposed transaction of GAIL with MNGL for FY 2022-23.

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

None of the Directors, Key Managerial Personnel and/ or their relatives except Shri Deepak Gupta, Director (Projects) (GAIL nominated Chairman on MNGL Board), 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.

## **ITEM NO. 12**

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.

ONGC Petro Additions Limited (OPAL) 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 Regulations. GAIL and Oil and Natural Gas Corporation Limited holds 49.21% and 49.36% equity stake respectively based on paid-up equity share capital of OPAL. GAIL supplies natural gas to OPAL.

The expected value of transactions between your Company and OPAL for FY 2022-23 is Rs. 900 crore, however, keeping in view the rising natural gas prices world wide, the same may exceed Rs. 1,000 crore during FY 2022-23. Transaction(s) with OPAL is in the ordinary course of business and on arm's length basis.

Your Company has signed Mid-Term/Spot RLNG Gas Sales and Transportation Agreements with OPAL for supply of Natural Gas at OPAL Petrochemical complex at Dahej, Gujarat and the same is valid upto December, 2022 and may be extended.

As expected value of Related Party Transactions with OPAL may exceed more than Rs. 1,000 crore, approval of shareholders is sought for Material Related Party Transactions and subsequent material modifications, if any, with OPAL being a Related Party, during the Financial Year 2022-23 and subsequent Financial Years relating to sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations in the ordinary course of business and at arm's length basis, which may exceed the materiality threshold limit i.e. Rs. 1,000 crore or such other threshold limits as may be specified in SEBI LODR Regulations from time to time.



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

GAIL is in the business of marketing and transmission of gas. GAIL sale and distribute natural gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. As such, transaction with OPAL is in interest of the Company.

OPAL consolidated turnover for FY 2020-21 is 7.84% in comparison to proposed transaction of GAIL with OPAL for FY 2022-23. GAIL's consolidated turnover for FY 2020-21 is 1.57% in comparison to proposed transaction of GAIL with OPAL for FY 2022-23.

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

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.

### **ITEM NO. 13**

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.

Ramagundam Fertilizers and Chemicals Limited (RFCL) 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 Regulations. GAIL holds 14.30% equity stake and National Fertilizer holds 26.00% and Engineers India Limited holds 26.00% equity stake in RFCL. GAIL supplies Natural Gas to RFCL.

The expected value of transactions between your Company and RFCL for FY 2022-23 is Rs. 3,560 crore. Transaction(s) with RFCL is in the ordinary course of business and on arm's length basis.

Your Company has signed RLNG Gas Sales and Transportation Agreements with RFCL for supply of Natural Gas at its project in Telangana and the same is valid up to April 2028.

As expected value of Related Party Transactions with RFCL may exceed more than Rs. 1,000 crore, approval of shareholders is sought for Material Related Party Transactions and subsequent material modifications, if any, with RFCL being a Related Party, during the Financial Year 2022-23 and subsequent Financial Years relating to sale of any goods/ materials and/ or



rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations in the ordinary course of business and at arm's length basis, which may exceed the materiality threshold limit i.e. Rs. 1,000 crore or such other threshold limits as may be specified in SEBI LODR Regulations from time to time.

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

GAIL is in the business of marketing and transmission of gas. GAIL sale and distribute natural gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. As such, transaction with RFCL is in interest of the Company.

RFCL commercial production started on 21.03.2021. GAIL's consolidated turnover for FY 2020-21 is 6.22% in comparison to proposed transaction of GAIL with RFCL for FY 2022-23.

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

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.



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

**ITEM NO. 1**

**Shri Rakesh Kumar Jain (56 Years)** is a Cost and Management Accountant by profession, Shri Jain joined GAIL in 1992 as a Management Trainee and has been part of growth trajectory of the company. Prior to his appointment as Director (Finance), Shri Jain held the position of Executive Director (Finance & Accounts) in GAIL. Additionally, Shri Jain holds the position of Director in Indraprastha Gas Limited, GAIL Gas Limited, GAIL Global (USA) Inc. and GAIL Global (USA) LNG LLC. Earlier he was on the Board of Ratnagiri Gas and Power Pvt. Ltd (RGPPL). As Executive Director (Finance & Accounts), he headed Corporate Finance and Treasury section in large mobilisation of funds from domestic and international markets and took investment decisions in large infrastructure projects. He was also actively involved in Investor relations and interactions with Analysts fraternity.

Shri Jain has worked in the areas of Corporate Finance and Treasury including Forex Risk Management, Capital Budgeting, Corporate Budgets, Corporate Accounts, Finalization of Long Term international LNG and Gas Agreements, Pricing, Liquefaction and Regasification Terminal Service Agreement, Mergers & Acquisitions, Taxation, Regulatory aspects etc.

Besides serving a long tenure at GAIL, he was on deputation to Petroleum and Natural Gas Regulatory Board (PNGRB), as Jt. Director (Commercial and Finance). During his stint at PNGRB, he was actively engaged in the review of tariff regulations, conceptualization of unified tariff, authorization of CGD 9th & 10th bidding rounds, finance functions etc. He has also worked in almost all business verticals of GAIL including GAIL's largest Petrochemical plant at Pata.

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

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

Shri Jain attended 04 Board meetings of the Company after his appointment as Additional Director by the Board till the date of Postal Ballot notice.

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

Shri Jain 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	Indraprastha Gas Limited	Audit Committee	Member
2	GAIL Gas Limited	Audit Committee	Chairperson
3	Bengal Gas Company Limited	-	-



4	Bhagyanagar Gas Limited	-	-
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*\* Audit Committee and Stakeholders Relationship Committee*

## **ITEM NO. 2**

**Shri Deepak Gupta (52 Years)** is a Mechanical Engineer, a DCE alumnus, with more than 31 years of rich and diverse experience in Oil and Gas Sector encompassing Project Management, Construction Management and Business Development functions. He is a certified Project Management Professional (PMP) by the PMI, USA.

Shri Gupta has comprehensive and extensive experience in Project Management of Refinery, Petrochemical and Pipeline Projects from concept to commissioning and has led the execution of several successful Projects in India in all modes of Project implementation viz. EPC (LSTK), EPCM, OBE and PMC. He has successfully collaborated with multi-disciplinary and cross-functional teams across geographies for implementing the highly complex and challenging Oil and Gas Projects.

In Engineers India Limited (“EIL”), he has been on the forefront in leading the implementation of the multi-billion dollar 650 KBPSD Dangote Refinery and Petrochemical Project in Nigeria, the largest single train grassroot Refinery in the world, which is also the largest Refinery Complex under implementation in the African continent. Besides this mammoth project, he has also led the implementation of the one of the largest Polymer facilities for HMEL at Bhatinda and the upcoming maiden Refinery Project in Mongolia. Besides the above, he has made significant contribution as part of team EIL that is credited with the successful implementation of the Petrochemical Expansion Project at Pata for GAIL and the PFCC Unit of MRPL Phase III Expansion Project at Mangalore.

As the convener of CHT Committee on Project Execution Best Practices he has made meaningful contribution in identifying key areas of improvement in project execution.

Shri Gupta has authored several papers and books sharing his experiences, feedbacks and ideas for fast track Project execution. Several key innovations and initiatives proposed by him are now a part of the best execution practices within the organisation. His special interests include project execution innovations, petrochemicals, strategy formulation, business growth initiatives, system improvement and digitalisation- for fast track project execution.

Shri Gupta has made presentations on strategies for mega project implementation and digitalisation at key forums, both in India and Overseas and has won wide appreciation for his thoughts and ideas.

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 01 Board meeting 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	Maharashtra Natural Gas Limited	-	-

\* Audit Committee and Stakeholders Relationship Committee

### **ITEM NO. 3**

**Prof. Dr. Ravikant Kolhe (57 Years)** is Jr. Lecturer of Commerce in the higher academic grade at the G. S. Tompe College, Chandur Bazar affiliated with Sant Gadge Baba Amravati University, Amravati. He was a renowned Lecturer in Amravati Higher Educational Board. He is teaching Accountancy and Secretary Practice subject in G.S. Tompe College, Chandur Bazar. The G.S. Tompe Sarvajanic Trust where he was awarded a good lecturer.

Prof. Dr. Kolhe did B. Com and M. Com in 1987 and 1990 from Smt. K.L. College, Amravati and the University of Sant Gadge Baba Amravati University, Amravati respectively, securing first class in both examinations. He received his Ph.D. in commerce in 2017 from the University of Sant Gadge Baba Amravati University.

Prof. Dr. Kolhe is good think tanker and his many articles were published in Amravati's renowned daily newspaper Hindustan.

Prof. Dr. Kolhe is a good Anchor, Orator and Columnist in Amravati City. He conducts many social programs in his college and Amravati City.

Prof. Dr. Kolhe is associated with charitable society and his social welfare programs are recognized by the Society. He is continuously striving towards social, economic and political empowerment of the society.

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

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

Prof. Dr. Kolhe attended 06 Board meetings of the Company after his appointment as Additional Director by the Board till the date of Postal Ballot notice.

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



Prof. Dr. Kolhe does not hold the Directorship and Chairpersonship/ Membership of the Committee(s) in other Company.

#### **ITEM NO. 4**

**Shri Sher Singh (57 Years)** is a Post Graduate in English from Agra University of Uttar Pradesh. He has rendered his services in the field of Education Consultancy, Horticulture, Eco friendly Real Estate Development, Social Welfare through Education and Naturopathy. By profession, he is an agriculturist and is involved in various cooperative activities. He has keen interest in social and political affairs for serving into education and agriculture field especially for deprived persons in rural areas. He is having a rich experience of rural activism being the Pradhan of his village, Usarah Rasulpur of Khair Tehsil, Dist.-Aligarh (UP) in 1995.

Shri Singh has made great endeavours for 'Girl child education' by putting several education setups in rural areas and got them managed all as a Manager. The 'Adarsh Kanya Siksha Samiti' has a distinguished and unique identity in its respective field in Distt. Aligarh of Uttar Pradesh. He has varied experience in co-operative sector since (1996 -1999) as a Chairman Sahakari Sangh, Jattari, Aligarh.

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

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

Shri Singh attended 06 Board meetings of the Company after his appointment as Additional Director by the Board till the date of Postal Ballot notice.

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

Shri Sher Singh does not hold the Directorship and Chairpersonship/ Membership of the Committee(s) in other Company.

#### **ITEM NO. 5**

**Dr. Nandhagopal Narayanasamy (51 Years)** is a Structural Biologist received Ph.D from Nagaoka University of Technology, Japan with the prestigious Japanese Government "MONBUSHO" Fellowship. He has received Bachelors and Masters in Physics from Sri Ramakrishna Mission Vidyalaya, Coimbatore. He started his early research career at University of Madras, IIT Madras and IISc Bangalore. As a successful research associate at National Cancer Institute (NCI/NIH) and Purdue University, USA, he has carried out important scientific projects. He has worked with legendary Crystallographers, Prof. Yukio Mitsui, Prof. Alexander Wlodawer and Prof. Michael Rossmann. To his credit, he has determined the three -dimensional structure of one of the largest Viruses (PBCV).

Dr. Narayanasamy possesses a rich experience of 15 years in Pharmaceutical Research & Development sector. He has served at various capacities from Principal Scientist to Associate Vice-President. During his Industrial career, he established a complete protein crystallography



facility. He has led teams working on important drug discovery projects. Apart from effective R&D involvement, he has also succeeded in International Business Development activities. His contribution in marketing strategies was appreciated.

As a person giving importance to culture (practice of life), heritage (traditional medicine system), having strong faith in skilled and trained man power (capacity building for the Nation), he was keen to produce trained manpower in India on par with international standards under his supervision during industrial service.

With dedication to science and social commitment, he has volunteered his service to University of Madras and involved in structure determination of many plant proteins. Many structures have been deposited at Protein Data Bank. To his credit, he has published several articles in international scientific journals. He had been an invitee during several International Seminars and Conferences.

Also, as an active member in Societies and Association, he immensely involved in propagating science through mother tongue. He took part in many deliberations in connection with quality education in rural colleges.

With significant experience, both at Industries and Academic Institutions in India and abroad, Dr. Nandhagopal Narayanasamy is continuing his guidance and counselling for the students who want to pursue research as career, especially motivated students from rural parts of India.

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

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

Dr. Narayanasamy attended 06 Board meetings of the Company after his appointment as Additional Director by the Board till the date of Postal Ballot notice.

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

Dr. Narayanasamy does not hold the Directorship and Chairpersonship/ Membership of the Committee(s) in other Company.

## **ITEM NO. 6**

**Shri Akhilesh Jain (48 Years)** is a Post graduate in commerce, LL.B. and a Fellow member of the Institute of Chartered Accountants of India. In a professional career spanning over 19 years, he has rendered services in the field of audit, consultancy in company law matters, income tax matters and other fiscal laws to various Public Sector Companies, Public Sector Banks, Co-Operative Sector, Private Sector Companies, Defence Units and other forms of business establishment.

Shri Jain has been:

- Independent Director of Mineral Exploration Corporation Ltd. (MECL) from 02.02.2017 to 01.02.2020.
- Member Regional Direct Tax Advisory Committee (2010 to 2014)
- Director, Tax Bar Association, Jabalpur (2012 to 2016)





- Executive Council Member Pt. SN Shukla University, Shahdol (2018 to 2021)
- Board of Governor Member Jabalpur Engineering College (06.10.2020 to 05.10.2023)
- Chairman of Jabalpur Branch of Institute of Chartered Accountant of India for the year 2010-11,
- Associate Director of Jabalpur Mahila Nagrik Sahkari Bank (For 2 Months) Director of Tax Bar Association Jabalpur (2012 to 2016)
- Member of Regional Direct Tax Advisory Committee CBDT from 2010 to 2014
- President of Madhya Pradesh Ice Skating Association.
- He is associated with various charitable societies, NGOs as consultant, adviser, auditor and member of the executive committees.
- Shri Jain took part in various professional discussions and represented many national level conferences, also participated actively and contributed at conferences/seminars for development of professional knowledge and skill.

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

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

Shri Jain attended 06 Board meetings of the Company after his appointment as Additional Director by the Board till the date of Postal Ballot notice.

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

Shri Jain does not hold the Directorship and Chairpersonship/ Membership of the Committee(s) in other Company.

## **ITEM NO. 7**

**Shri Sanjay Kashyap** (47 Years) is a post Graduate in Management, Sociology, Environment and Training & Development from various universities and renowned Institutes. He is also Graduate in Science and Law. In a professional career spanning over 22 years, he has rendered services in the field of Legal consultancy as an Advocate at District Civil Courts, Ghaziabad in Criminal, Civil, Environmental and Consumer related matters. Apart from this Shri Sanjay Kashyap is having another unique identity of having Expertise in matters related to Water nationwide. His NGO named Centre for Water Peace engaged to provide a shared platform to stakeholders like Govt., Experts, Activists, Scientists, Institutions, public etc. He has provided his services as an Expert for the Namami Gange Project under the Census Survey of Water bodies of Ganga Basin Project under the aegis of Quality Council of India. He rejuvenated 18 ponds in the periphery of Ghaziabad Nagar Nigam in different villages and urban areas during 2008 to 2011. Prepared rejuvenation plans for 'Buda Talab' of Bareilly, 'Achal Talab' of Aligarh and 'Pakka talab' of Ghaziabad in association with the IIT Delhi in 2015.

Shri Kashyap suggested a plan of Rejuvenation Model of River through rain water harvesting by river ponds to Water Ministry in 2015 Jal Manthan, Vigyan Bhavan. Several ponds have been rejuvenated and several have been identified. Developed economic viability and easy to install Phytobio-remediation technology and get implemented it to micro and macro level at Shamli and Kerana and thier Team got rewarded by District Administration in 2017. Now over that theme



Saharanpur and Ghaziabad Nagar Nigam are implementing Drain cleaning drive with the supervision of his NGO team.

Delivering lectures as Training programs to students of several Universities, IITs and Engineering streams regarding Traditional wisdom of under ground water recharging. Providing consultancy to village level activity of pond rejuvenation and coordinate other players such as IITs, Universities, researchers and interns to make it successful and sustained.

Coordinate nationwide advocacy movement for Constitution of Pond Authority and provide consultancy to state Govt. to draft the Model Act. Sh. Sanjay Kashyap has been associated with many renowned Institutions like India River forum, Himalayan Institute of Ecology and Science, Ganga

Vichar Manch, Ved-Vigyan Study Center of BHU, Arnya Environment Center, INTACH and WWF. He is Expert Member of State Wild Life Board of Uttar Pradesh in the Chairmanship of Chief minister and chair other many govt. task based committee over the subject of Environment. He has been National awardee of WWE Pond rejuvenation person 2019, Gandhi Shanti Award, State Environment Ratan and many more.

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

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

Shri Kashyap attended 06 Board meetings of the Company after his appointment as Additional Director by the Board till the date of Postal Ballot notice.

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

Shri Kashyap does not hold the Directorship and Chairpersonship/ Membership of the Committee(s) in other Company.

## **ITEM NO. 8**

**Smt. Kangabam Inaocha Devi (44 Years)** is a renowned social worker in Manipur. She has done Master in Social Work. She has spent around 15 years of her life for society. She served as Zilla Parishad Member and Pradhan. She has successfully administered several initiatives in public domain and continuously striving towards social, economic and political empowerment of the society.

Smt. Inaocha Devi holds Nil equity shares of the Company (self and as a beneficial owner).

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

Smt. Inaocha Devi attended 06 Board meetings of the Company after her appointment as Additional Director by the Board till the date of Postal Ballot notice.

Smt. Inaocha Devi has not resigned from any listed entities in the past three years.



Smt. Inaocha Devi 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	Kongbam Construction Private Limited	–	–

\* *Audit Committee and Stakeholders Relationship Committee*