



GAIL (India) Limited

41st Annual General Meeting (AGM)
GAIL (India) Limited

Friday, 29th August, 2025 at 11:30 a.m.



GAIL (INDIA) LIMITED

(A Government of India Undertaking)

Registered Office: 16, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066

CIN: L40200DL1984GOI018976 Website: www.gailonline.com E-mail: shareholders@gail.co.in

Phone: 011-26182955, Fax: 011-26185941

NOTICE

NOTICE is hereby given that the **Forty-First Annual General Meeting (AGM)** of the members of **GAIL (India) Limited** (Company) will be held on **Friday, 29th August, 2025 at 11:30 a.m.** through Video Conferencing Mode (VC)/Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements for the Financial Year ended 31st March, 2025, Board's Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Audited Standalone as well as Consolidated Financial Statements for the Financial Year ended 31st March, 2025, Board's Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

- To declare final dividend for the Financial Year 2024-25 @ 10.00 % (₹ 1.00/- per equity share) on the paid-up equity share capital of the Company and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT approval of the Shareholders be and is hereby accorded for payment of final dividend @ 10.00 % (₹ 1.00/- per equity share) on the paid-up equity share capital of the Company to the Shareholders as on the record date fixed by the Company, for the Financial Year 2024-25 as recommended by the Board."

- To appoint a Director in place of Shri Rakesh Kumar Jain, Director (Finance) (DIN 08788595), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Rakesh Kumar Jain, Director (Finance) (DIN-08788595) who offered himself for re-appointment be and is hereby re-appointed as Director (Finance) of the Company liable to retire by rotation."

- To appoint a Director in place of Shri Sanjay Kumar, Director (Marketing) (DIN-08346704), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Sanjay Kumar, Director (Marketing) (DIN 08346704) who offered himself for re-appointment be and is hereby re-appointed as Director (Marketing) of the Company liable to retire by rotation."

SPECIAL BUSINESS

- Approval for 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 **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 149, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company, Shri Akhilesh Jain (DIN-07731983), who was nominated by the President of India as a non-official Director of the Company vide MoP&NG letter no. CA-31033/2/2021-PNG (39069) dated 28.03.2025 and appointed as non-official Independent Director (Additional Director) w.e.f. 28.03.2025 by the Board of Directors, be and is hereby appointed as an Independent Director of the Company for a period of one year from the date of MoP&NG letter or until further orders, whichever is earlier, not liable to retire by rotation and on such terms and conditions, as may be determined by the President of India/Government of India from time to time."

- Approval for 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 **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 149, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company, Shri Sanjay Kashyap (DIN-09402360), who was nominated by the President of India as a non-official Director of the Company vide MoP&NG letter no. CA-31033/2/2021-PNG (39069) dated 28.03.2025 and appointed as a non-official Independent Director (Additional Director) w.e.f. 28.03.2025 by the Board of Directors, be and is hereby appointed as an Independent Director of the Company for a period of one year from the date of MoP&NG letter or until further orders, whichever is earlier, not liable to retire by rotation and on such terms and conditions, as may be determined by the President of India/Government of India from time to time."

- Approval for appointment of Ms. Kangabam Inaocha Devi (DIN-07812922) as an Independent Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of Section 149, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company, Ms. Kangabam Inaocha Devi (DIN-07812922), who was nominated by the President of India as a non-official Director of the Company vide MoP&NG letter no. CA-31033/2/2021-PNG (39069) dated 28.03.2025 and appointed as a non-official Independent Director (Additional

Director) w.e.f. 28.03.2025 by the Board of Directors, be and is hereby appointed as an Independent Director of the Company for a period of one year from the date of MoP&NG letter or until further orders, whichever is earlier, not liable to retire by rotation and on such terms and conditions, as may be determined by the President of India/Government of India from time to time."

8. Approval for appointment of Shri Yajurvendra Anil Mahajan (DIN-06625664) as an Independent Director of the Company

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

"RESOLVED THAT in accordance with the provisions of Section 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company, Shri Yajurvendra Anil Mahajan (DIN-06625664), who was nominated by the President of India as a non-official Director of the Company vide MoP&NG letter no. CA-31033/2/2021-PNG (39069) dated 28.03.2025 and appointed as a non-official Independent Director (Additional Director) w.e.f. 28.03.2025 by the Board of Directors, be and is hereby appointed as an Independent Director of the Company for a period of one year from the date of MoP&NG letter or until further orders, whichever is earlier, not liable to retire by rotation and on such terms and conditions (including extension), as may be determined by the President of India/Government of India from time to time."

9. Approval for appointment of Ms. Kamini Chauhan Ratan (DIN-09831741) as a Government Nominee Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Ms. Kamini Chauhan Ratan (DIN-09831741), Additional Secretary & Financial Advisor, Ministry of Petroleum & Natural Gas, Government of India, who was nominated by the President of India as Government Nominee Director of the Company vide MoP&NG letter no. CA-31032/1/2021-PNG-37493 dated 19.06.2025 and appointed as Nominee Director as per provision of section 161(3) of the Companies Act, 2013 w.e.f. 19.06.2025 by the Board of Directors to hold the post of Government Nominee Director of the Company, be and is hereby appointed as Government Nominee Director of the Company for a period of three years on co-terminus basis or until further order, whichever is earlier, liable to retire by rotation and on such terms and conditions (including extension), as may be determined by the President of India/Government of India from time to time."

10. Ratification of Remuneration of Cost Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 148, other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the

time being in force), the aggregate remuneration payable to Cost Auditor(s) appointed by the Board of Directors of the Company to conduct the audit of cost records of the various units of the Company for the Financial Year 2024-25, amounting to ₹ 29,17,200/- plus applicable taxes, travelling, boarding and out of pocket expenses limited to 10% of the audit fees be and is hereby ratified."

11. Appointment of Secretarial Auditor of the Company

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Section 204 and other 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), approval of the Shareholders of the Company be and is hereby accorded for appointment of M/s Agarwal S. & Associates, Company Secretaries (ICSI Unique Code P2003DE049100) as Secretarial Auditor for five consecutive years starting from Financial Year 2025-26.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration payable to M/s Agarwal S. & Associates, Company Secretaries during their tenure as the Secretarial Auditors of the Company, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

12. Material Related Party Transactions with Petronet LNG Limited for FY 2026-27

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Petronet LNG Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, for Financial Year 2026-27 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/obligations and to authorize Board of Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds,



matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

13. Material Related Party Transactions with Ramagundam Fertilizers and Chemicals Limited for FY 2026-27

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Ramagundam Fertilizers and Chemicals Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, for FY 2026-27 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/obligations and to authorize Board of Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

14. Material Related Party Transactions with Indraprastha Gas Limited for FY 2026-27

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Indraprastha Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, for FY 2026-27 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/

obligations and to authorize Board of Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

15. Material Related Party Transactions with Mahanagar Gas Limited for FY 2026-27

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Mahanagar Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, for FY 2026-27 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/obligations and to authorize Board of Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

16. Material Related Party Transactions with Maharashtra Natural Gas Limited for FY 2026-27

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Maharashtra Natural Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 from time to time and subsequent material modifications, if any, for FY 2026-27 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/obligations and to authorize Board of Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

17. Material Related Party Transactions with Aavantika Gas Limited for FY 2026-27

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Aavantika Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, for FY 2026-27 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/obligations and to authorize Board of Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

18. Material Related Party Transactions with Central U.P. Gas Limited for FY 2026-27

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the

Shareholders of the Company be and is hereby accorded for transaction(s) with Central U.P. Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, for FY 2026-27 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/obligations and to authorize Board of Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

19. Material Related Party Transactions with Green Gas Limited for FY 2026-27

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Green Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, for FY 2026-27 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/obligations and to authorize Board of Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

20. Material Related Party Transactions with Bhagyanagar Gas Limited for FY 2026-27

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any,



of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) with Bhagyanagar Gas Limited being a Related Party of the Company (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, for FY 2026-27 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/obligations and to authorize Board of Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

21. Material Related Party Transactions with Talcher Fertilizers Limited for FY 2025-26

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, with Talcher Fertilizers Limited during FY 2025-26 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/obligations and to authorize Board of

Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

22. Material Related Party Transactions with Talcher Fertilizers Limited for FY 2026-27

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Related Party Transactions Policy of the Company and other applicable laws, approval of the Shareholders of the Company be and is hereby accorded for transaction(s) (entered into individually or taken together) which may exceed the materiality threshold limit i.e. ₹ 1,000 crore or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and subsequent material modifications, if any, with Talcher Fertilizers Limited during FY 2026-27 relating to sale of any goods/materials and/or rendering of services and/or purchase of any goods/materials and/or availing of services and/or making capital contribution and/or providing loan and/or guarantee and/or transfer of other resources/services/obligations and to authorize Board of Directors and/or any Committee of Directors and/or Director(s) and/or official(s) of the Company or to any other person(s) so authorized for continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangement(s)/transaction(s)/agreement(s) or as a new transaction(s) or otherwise and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto."

By Order of the Board

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

Dated: 15.07.2025

Place: New Delhi

NOTES

1. The following is annexed with the Notice:
 - i) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) read with Secretarial Standards issued by the Institute of Company Secretaries of India, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) 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. For the purpose of Directorship, the Companies incorporated under the Act only have 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 Act, 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. GAIL is a Government Company, therefore, the remuneration of its Whole-time Directors is determined by the Government of India.
3. Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 9/2023 dated September 25, 2023 and Circular No 9/2024 dated September 19, 2024 (MCA Circulars) and Securities and Exchange Board of India (SEBI) vide Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD1/P/CIR/2021/602 dated July 23, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2024/001 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (SEBI Circulars) **have permitted the holding of AGM through VC/OAVM**, which does not require physical presence of members at a common venue.
In terms of the said circulars, the 41st AGM of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is explained in the Notice and is also available at the Company's website www.gailonline.com.
4. Pursuant to Section 105 of the Act, a proxy is allowed to be appointed, to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since, the Company is conducting AGM through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and therefore, Proxy Form is not forming part of the Notice. Further, attendance slip and route map of the venue is also not forming part of the Notice.
5. In pursuance of Section 112 and Section 113 of the Act, representatives of the body corporate members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the AGM. In this regard a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative is required to be provided to the Company.
6. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email address are registered with the Company/Depositories.
7. Notice of the 41st AGM and Annual Report 2024-25 are available at Company's website www.gailonline.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the meeting through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first serve basis excluding large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
10. Members who wish to inspect the relevant documents referred to in the Notice can send an email to shareholders@gail.co.in **on or before 25th August, 2025** mentioning their name, demat account number/folio number, email ID and mobile number.
11. The Board of Directors of the Company has recommended a final dividend of ₹ 1.00 per equity share. The Company has fixed **Monday, August 4, 2025** as the 'Record Date' for determining entitlement of members to receive final dividend for the Financial Year ended March 31, 2025, if approved, at the AGM. The final dividend, once approved by the members in the ensuing AGM, will be paid to the eligible members within the stipulated period of 30 days of declaration.



In accordance with the provisions of the Income Tax Act, 1961 as amended by Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of Shareholders. The Company shall, therefore, be required to deduct Tax at Source as per the applicable rates on dividend payable to its Shareholders. The applicable withholding tax rate would vary depending on the residential status, category of the shareholder and is subject to submission of requisite declarations/documents to the Company during the period specified by the Company i.e. **1st August, 2025 to 18th August, 2025. The specified formats of declarations/ documents are available at Company's website (www.gailonline.com)**

12. The dividend declared by the Company, if any, from time to time will be paid through electronic mode to those members whose updated bank account details are available. For members whose bank account details are not updated, dividend warrants/demand drafts will be sent to their registered address. To enable the Company to better serve its members it is requested that those members who wish to avail the National Automated Clearing House (NACH) facility i.e. direct credit of dividend amount in the bank account are requested to update their bank details with their Depository Participants (DP) (if shares are held in electronic mode) or R&TA/Company (if shares are held in physical mode).
13. Members who have not encashed their Dividend Warrant(s) may approach the R&TA/Company for issuance of demand draft(s) upon completion of necessary formalities in this behalf in lieu of such warrant(s), at least 3 weeks before they are due for transfer to Investor Education and Protection Fund (IEPF). After the transfer of unpaid/unclaimed amount to IEPF, no claim shall lie against the Company/R&TA. Regarding modalities of dividend and other related information, members are requested to refer "Dividend" Section of Report on Corporate Governance and may also visit Investor Relations Section at Company's website for further reference. R&TA has also designated an exclusive e-mail ID viz. admin@mcsregistrars.com to facilitate investors to register their request(s)/complaint(s), if any.
14. Pursuant to the requirement of Section 124(6) of the Act 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 Act 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/IZInvestorInformation.html>
15. SEBI 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.

SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/ CIR/2025/97 dated July 2, 2025 has opened a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/ not attended to due to deficiency in the documents/process/ or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company/RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum demat requests.

16. SEBI through various circulars has made it mandatory for all the shareholders to update the KYC details. Effective from April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall not be eligible to get dividend.

Members holding shares in Physical form are required to approach R&TA for ascertaining the details that are not updated in their folios and the relevant Form to be filled and submitted to R&TA for updation. Members who are holding shares in electronic i.e. Demat form are requested to contact their respective Depository Participants (DPs) for updation of KYC details.

17. Member(s) who have not registered their e-mail address(es) with the Company/Depository, are requested to please follow the following instructions to register their e-mail address so as to receive all communications electronically including annual report, notices, circulars, NACH intimation etc. sent by the Company from time to time:
 - a. For members holding shares in Physical mode, please provide necessary details like Folio No., name of member along with scanned copy of the Share Certificate (front and back), self-attested scanned copy of PAN and AADHAR (by email to shareholders@gail.co.in/admin@mcsregistrars.com).
 - b. Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant or alternatively, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to shareholders@gail.co.in/admin@mcsregistrars.com.

18. Members are requested to note that SEBI vide circular dated January 25, 2022 has mandated that listed companies shall henceforth issue the securities only in dematerialized form while processing service requests for issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition purposes.

Members holding shares in physical mode are requested to get their holdings converted into dematerialised mode.

19. **Webcasting of the Annual General Meeting**

In terms of Regulation 44 of SEBI LODR, the Company is also providing one-way live 'Webcast' of the proceedings of the AGM for the Shareholders on **29th August, 2025** from **11:30 a.m.** onwards till conclusion of the AGM. You may access the same at GAIL's website (www.gailonline.com).

20. Instructions for Remote E-voting

Pursuant to the Regulation 44 of the SEBI LODR, Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in the Notice convening the 41st AGM by electronic means. The Company has engaged the services of Depository viz. Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility.

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

The remote e-voting period commences on **Monday, 25th August, 2025 (9:00 am) (IST) and ends on Thursday, 28th August, 2025 (5:00 pm) (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. During

this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 22nd August, 2025** only shall be entitled to avail the facility of remote e-voting.

21. Steps for Remote E-voting

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs). Demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Further, Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-voting facility.

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	- Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. - After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. - Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.



Type of Shareholders	Login Method
	Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at above mentioned websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

- (i) Login method for e-voting and joining virtual meetings for **Physical Shareholders and Shareholders other than individual holding in Demat form.**
- The Shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

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

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant < GAIL (INDIA) LIMITED > on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload Board Resolution/Power of Attorney, if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non-Individual Shareholders and Custodians - For Remote E-voting only.**
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual Shareholders are required mandatorily to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shareholders@gail.co.in (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- i) The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii) Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- v) Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- vii) Shareholders who would like to express their views/ask questions during the meeting may do so by registering themselves as a speaker by sending their request in advance from **Monday, 18th August, 2025 (09:00 a.m.) (IST) to Friday, 22nd August, 2025 (05.00 p.m.) (IST)** mentioning their name, demat account number/folio number, email id, mobile number at shareholders@gail.co.in. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The Company reserves the right to restrict the number of speakers depending upon the availability of time for the AGM.

Further, the Members seeking information with regard to the Financial Statements or any business items enlisted in 41st AGM notice are requested to write to the Company on or before **Saturday, 23rd August, 2025** mentioning their name, demat account number/folio number, email id, mobile number along with query to shareholders@gail.co.in. These queries will be suitably replied by the Company through email.



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

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

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

Please update your email id & mobile no. with your respective Depository Participant (DP)/R&TA which is mandatory while e-voting & joining virtual meetings. Any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company and holds share(s) as on cut-off date may obtain the login id and password by sending request along with their shareholding details to shareholders@gail.co.in or helpdesk.evoting@cdslindia.com.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-210-9911.

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

(East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911

22. 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, 22nd August, 2025**. Members may cast their votes separately for each business to be transacted in the AGM and may also elect not to vote on any of the resolution(s).
- iii) Based on the consent received from Shri Sachin Agarwal, Partner, M/s Agarwal S. & Associates, Company Secretaries, Board has appointed him as the Scrutinizer to scrutinize voting process in a fair and transparent manner.
- iv) After the conclusion of the meeting, the Chairperson will declare the AGM as closed. The Scrutinizer shall after the conclusion of voting at the AGM unblock the votes cast through remote e-voting including e-voting on the date of AGM in the presence of at least two witnesses, not in the employment of the Company and will prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than two working days of the conclusion of the AGM. The said report will be countersigned by the Chairperson or person authorized by him in writing and declare the result of the voting.
- v) The results declared along with the Scrutinizer's Report will be hosted on the Company's website www.gailonline.com and on the website of CDSL e-voting www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchange(s).
- vi) The results will also be displayed on the Notice Board of the Company at its Registered Office.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD (SS-2) ON GENERAL MEETINGS AND SEBI (LODR) REGULATIONS, 2015

ITEM NO. 5

APPOINTMENT OF SHRI AKHILESH JAIN (DIN-07731983) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Shri Akhilesh Jain was nominated as non-official (Independent) Director by the President of India vide letter no. CA-31033/12/2011-PNG (39069) dated 28.03.2025. He was appointed as a non-official Independent Director on the Board of Directors of the Company for a period of 1 year with effect from 28.03.2025 pursuant to the provisions of Section 149, 152 & 161(1) and other applicable provisions of the Act.

Shri Akhilesh Jain has already served as Independent Director on GAIL's Board for a period of 3 years and his tenure was completed on 07.11.2024.

The Board recommends that Shri Akhilesh Jain may be appointed as an Independent Director of the Company, 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. 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 may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

As per Regulation 17(1C) of SEBI LODR, GAIL is required to obtain the approval of the Shareholders for appointment or re-appointment of a person on the Board of Directors at the next General Meeting. As per Regulation 25 of SEBI LODR appointment, re-appointment or removal of an independent director requires 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

APPOINTMENT OF SHRI SANJAY KASHYAP (DIN-09402360) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Shri Sanjay Kashyap was nominated as non-official (Independent) Director by the President of India vide letter no. CA-31033/12/2011-PNG (39069) dated 28.03.2025. He was appointed as a non-official Independent Director on the Board of Directors of the Company for a period of 1 year with effect from 28.03.2025 pursuant to the provisions of Section 149, 152 & 161(1) and other applicable provisions of the Act.

Shri Sanjay Kashyap has already served as Independent Director on GAIL's Board for a period of 3 years and his tenure was completed on 07.11.2024.

The Board recommends that Shri Sanjay Kashyap may be appointed as an Independent Director of the Company, 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. 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 may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

As per Regulation 17(1C) of SEBI LODR, GAIL is required to obtain the approval of the Shareholders for appointment or re-appointment of a person on the Board of Directors at the next General Meeting. As per Regulation 25 of SEBI LODR appointment, re-appointment or removal of an independent director requires 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

APPOINTMENT OF MS. KANGABAM INOACHA DEVI (DIN-07812922) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Kangabam Inaocha Devi was nominated as non-official (Independent) Director by the President of India vide letter no. CA-31033/12/2011-PNG (39069) dated 28.03.2025. She was appointed as a non-official Independent Director on the Board of Directors of the Company for a period of 1 year with effect from 28.03.2025 pursuant to the provisions of Section 149, 152 & 161(1) and other applicable provisions of the Act.

Ms. Kangabam Inaocha Devi has already served as Independent Director on GAIL's Board for a period of 3 years and her tenure was completed on 07.11.2024.

The Board recommends that Ms. Inaocha Devi may be appointed as an Independent Director of the Company, 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. 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.

Ms. 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 may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

As per Regulation 17(1C) of SEBI LODR, GAIL is required to obtain the approval of the Shareholders for appointment or re-appointment of a person on the Board of Directors at the next General Meeting. As per Regulation 25 of SEBI LODR appointment, re-appointment or removal of an independent director requires 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

APPOINTMENT OF SHRI YAJURVENDRA ANIL MAHAJAN (DIN-06625664) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Shri Yajurvendra Anil Mahajan was nominated as non-official (Independent) Director by the President of India vide letter no. CA-31033/12/2011-PNG (39069) dated 28.03.2025. He was appointed as a non-official Independent Director(s) on the Board of Directors of the Company for a period of 1 year with effect from 28.03.2025 pursuant to the provisions of Section 152 & 161(1) and other applicable provisions of the Act.

The Board recommends that Shri Yajurvendra Anil Mahajan may be appointed as an Independent Director of the Company, 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. 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 Yajurvendra Anil Mahajan is interested in this resolution to the extent of his appointment as a Director.

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

As per Regulation 17(1C) of SEBI LODR, GAIL is required to obtain the approval of the Shareholders for appointment or re-appointment of a person on the Board of Directors at the next General Meeting. As per Regulation 25 of SEBI LODR appointment, re-appointment or removal of an independent director requires 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

APPOINTMENT OF MS. KAMINI CHAUHAN RATAN (DIN-09831741) AS A GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY

Ms. Kamini Chauhan Ratan, AS & FA, MoP&NG was nominated as Government Nominee Director by the President of India vide letter no. CA-31032/1/2021-PNG-37493 dated 19.06.2025. She was appointed as Nominee Director w.e.f. 19.06.2025 for a period of 3 years on co-terminus basis or until further orders, whichever is earlier as per the provisions of Section 161(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 on the Board of Directors of your Company.

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

Ms. Kamini Chauhan Ratan 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 may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

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

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

ITEM NO. 10

RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of following Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2024-25:

S No	Name of the Cost Auditor	Region
1	M/s R J Goel & Co., New Delhi	Northern Region-I
2	M/s Chandra Wadhwa & Co., New Delhi	Northern Region-II
3	M/s Shome & Banerjee, Kolkata	Central Region
4	M/s A B K & Associates, Mumbai	Western Region
5	M/s Dhananjay V Joshi & Associates, Pune	Southern Region
6	M/s Mani & Co., Kolkata	Eastern Region

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, the Members are requested to ratify the remuneration as approved by the Board for Financial Year 2024-25, to the Cost Auditors for the services rendered by them.

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

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

ITEM NO. 11

APPOINTMENT OF SECRETARIAL AUDITOR

As per Section 204 of the Act read with applicable Rules every listed company is required to annex with its Board's report, a Secretarial Audit Report by a Company Secretary in practice.

As per Regulation 24A of SEBI LODR Regulations, 2015 amended vide SEBI LODR (Third Amendment) Regulations, 2024 w.e.f. 13.12.2024 on the basis of recommendation of Board of Directors, a listed entity shall appoint a Secretarial Audit firm as Secretarial Auditor who shall be a Peer Reviewed Company Secretary for not more than two terms of five consecutive years with the approval of its Shareholders in its Annual General Meeting.

The Board of Directors of your Company recommends appointment of M/s Agarwal S. & Associates, Company Secretaries, a reputed firm having rich experience as Secretarial Auditor for a term of five years starting from FY 2025-26, at a fee of ₹ 75,000/- plus applicable taxes (inclusive of out of pocket expenses, if any) with an increment of ₹ 5,000 every year for next four years. M/s Agarwal S. & Associates has been certified as a 'Quality Reviewed Firm' by the Ministry of Corporate Affairs through the Institute of Company Secretaries of India and also been certified as 'Peer Reviewed Firm' by the Institute of Company Secretaries of India.

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

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

ITEM NO. 12 TO 22

MATERIAL RELATED PARTY TRANSACTIONS WITH RELATED PARTIES

As per provision of Section 188 of the Act, Related Party Transactions (RPT) such as sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; leasing of property of any kind; availing or rendering of any services; appointment of any agent for purchase or sale of goods, materials, services or property etc., which are not in ordinary course of business or not on arm's length basis and exceeding the specified limits of turnover/net-worth require consent of the members through Ordinary Resolution.

As per Regulation 23(4) of SEBI LODR 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 ₹ 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, even if such transaction is in ordinary course of business and at arms' length.

The Company undertakes transactions with Related Parties i.e. its Subsidiaries, Associates and Joint Venture Companies, in the ordinary course of its business and on arms' length basis for furtherance of the business interest of the Company for which approval of Audit Committee is obtained in compliance with extant provisions of the

Act & SEBI LODR. The Company proposes to enter into material RPT with Related Parties as mentioned in Item Nos. 12-22. The Audit Committee had already reviewed the material RPT's and recommended the same for approval of the Board. The Board of the Company also reviewed the material RPT's and recommended the same for approval of the Shareholders. Accordingly, Shareholders approval for the material RPT's has been sought.

Transactions with Talcher Fertilizers Limited during FY 2025-26 was not expected to exceed ₹ 1,000 crore, therefore, approval of shareholders during 40th AGM held on 28.08.2024 was not obtained. However, it is now expected that during FY 2025-26 transactions with Talcher Fertilizers Limited may exceed ₹ 1,000 crore.

The Summary of information required under Regulation 23(4) of SEBI LODR read with SEBI Circular dated November 22, 2021 for material RPT's for which Shareholders approval is sought are provided at **Annexure-1**.

Further, the Company undertakes transactions with Subsidiaries which is expected to exceed ₹ 1,000 crore during FY 2026-27. However, approval of Shareholders for Material RPTs with such Subsidiaries is exempted under SEBI LODR, being Public Sector Companies or wholly-owned subsidiaries of GAIL, whose accounts are consolidated with GAIL and placed before the Shareholders at the general meeting for approval.

None of the Directors, Key Managerial Personnel and/or their relatives, 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, except as given below:

- Shri Sandeep Kumar Gupta, Chairman and Managing Director, GAIL is non-executive Chairman on the Board of Mahanagar Gas Limited and non-executive Director on the Board of Petronet LNG Limited.
- Shri R.K. Jain, Director (Finance), GAIL is non-executive Chairman on the Board of Aavantika Gas Limited.
- Shri Deepak Gupta, Director (Projects), GAIL is non-executive Chairman on the Board of Talcher Fertilizer Limited.
- Shri Sanjay Kumar, Director (Marketing), GAIL is non-executive Director on the Board of Indraprastha Gas Limited.
- Shri Rajeev Kumar Singhal, Director (Business Development), GAIL is non-executive Chairman on the Board of Maharashtra Natural Gas Limited.

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



BRIEF RESUME OF THE DIRECTORS, PROPOSED FOR APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

ITEM NO. 3

Shri R K Jain (59 Years) is a Cost and Management Accountant by profession. He has rich and varied experience of around 33 years of working in Oil & Gas sector and regulator.

Prior to his appointment as Director (Finance), Shri Jain held the position of Executive Director (F&A)-HoD in GAIL. Additionally, Shri Jain holds the position of Chairman in GAIL Global (USA) Inc., GAIL Global (USA) LNG LLC, Aavantika Gas Limited, GAIL Global IFSC Limited & Director in GAIL Gas Limited. Earlier, he was on the Board of Indraprastha Gas Limited, Bhagyanagar Gas Ltd., Bengal Gas Company Ltd. as Chairman and on Ratnagiri Gas and Power Pvt. Ltd. (RGPPL) as Director.

As Executive Director (F&A)-HoD, he headed Corporate Finance and was actively involved in mobilisation of funds from domestic and international markets, major investment decisions in various infrastructure projects. He has also been actively involved in Investor relations and interactions with Analysts fraternity.

He has worked in almost all business verticals of GAIL including GAIL's largest Petrochemical plant at Pata. He has major contribution in formulation of LNG/RLNG sourcing and marketing policy and Hedging policy for risk mitigation including hedging of the underlying assets.

Shri Jain has worked in the areas of Treasury including Forex Risk Management, Capital Budgeting, 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. Advisor (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.

No. of Board meetings of the Company attended during FY 2024-25	10
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se with other Director(s) and KMP(s) of the Company	Nil
Resigned from any listed entities in the past three years	Nil
Directorship and Chairpersonship/Membership of the Committee(s) in other Companies	1. GAIL Global (USA) Inc. 2. GAIL Global (USA) LNG LLC 3. GAIL Gas Limited • Audit Committee - Chairman 4. Aavantika Gas Limited 5. GAIL Global IFSC Limited

ITEM NO. 4

Shri Sanjay Kumar (58 Years) is a graduate in Mechanical Engineering from IIT Kharagpur and also holds a Master of Business Administration (MBA) Degree. He joined GAIL in the year 1988 and over the next three and a half decades has worked in various roles across domains including Gas Marketing, CGD Business, LNG Sourcing/ Trading/Shipping, Business Development, Gas Transmission, Projects Management & Gas Pipeline Operation & Maintenance. This cross functional and multifarious experience has enabled him to gain deep insight on all aspects of the gas and LNG value chain.

Shri Sanjay Kumar played an important role in developing GAIL's overseas LNG trading subsidiary GAIL Global (Singapore) Pte. Ltd. into a standalone entity that is now well established in the global LNG business.

Shri Sanjay Kumar was GAIL's nominee Director on the Boards of GAIL Global (Singapore) Pte. Ltd., GAIL Global (USA) Inc., GAIL Global (USA) LNG LLC and Chairman of Maharashtra Natural Gas Ltd (MNGL). He was Managing Director of Indraprastha Gas Limited (IGL), the largest CNG distribution Company of India before assuming the Charge of Director (Marketing), GAIL.

No. of Board meetings of the Company attended during FY 2024-25	10
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se with other Director(s) and KMP(s) of the Company	Nil
Resigned from any listed entities in the past three years	Nil
Directorship and Chairpersonship/Membership of the Committee(s) in other Companies	1. GAIL Global (Singapore) Pte. Limited 2. Bengal Gas Company Limited 3. Konkan LNG Limited 4. GAIL Gas Limited- • Audit Committee-Member 5. Indraprastha Gas Limited

ITEM NO. 5

Shri Akhilesh Jain (51 Years) is a Post graduate in commerce, L.L.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.
- 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.

No. of Board meetings of the Company attended during FY 2024-25	7
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se with other Director(s) and KMP(s) of the Company	Nil
Resigned from any listed entities in the past three years	Nil
Directorship and Chairpersonship/Membership of the Committee(s) in other Companies	Nil

ITEM NO. 6

Shri Sanjay Kashyap (51 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.

No. of Board meetings of the Company attended during FY 2024-25	7
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se with other Director(s) and KMP(s) of the Company	Nil
Resigned from any listed entities in the past three years	Nil
Directorship and Chairpersonship/Membership of the Committee(s) in other Companies	Nil

ITEM NO. 7

Ms. Kangabam Inoacha Devi (47 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.

No. of Board meetings of the Company attended during FY 2024-25	7
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se with other Director(s) and KMP(s) of the Company	Nil
Resigned from any listed entities in the past three years	Nil
Directorship and Chairpersonship/Membership of the Committee(s) in other Companies	Kangabam Constructions Private Limited

ITEM NO. 8

Shri Yajurvendra Anil Mahajan (46 Years) is Founder of Deepstambh Foundation, is an educationist, social worker who is committed to provide quality higher education to the deprived Sections of the society. Shri Yajurvendra is also a member of National Committee for the welfare of the persons with disabilities and National Human Rights Commission of India.

He has established Deepstambh Manobal, the first free residential project for competitive examination training and higher education and technology training for the students with disabilities, orphan (students above the age of 18 years) and underprivileged youth across the country free of cost. It has 300 students at present.

Shri Yajurvendra is a career counselor, teacher trainer and personality development trainer. He is one of Maharashtra's profound and inspirational speaker and has delivered more than 2000 speeches to 10 lac students, parents and teachers on a plethora of topics ranging from competitive examination, career & personality development, parenthood, quality education etc. He has authored books like Abhyasmitra, Careermitra and Spardha Pariksha Atmavishwas.



He completed his post-graduate programme in English linguistics from University of Pune in 2001. He is recipient of many awards including 'Shahu Phule Ambedkar Award' 2018 from the Maharashtra Govt., 'Helen Keller Award 2018' by NCPEDP Delhi, Loksatta awarded 'Tarun Tejankit' Purskar for the year 2017, 'Apang Mitra Award' by Helpers of Handicapped, Kolhapur, 'Acharya Hasti Rastriya Ahinsa Puraskar 2017, 'Dadasaheb Gujar Award' Pune 2020, etc.

No. of Board meetings of the Company attended during FY 2024-25	Nil
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se with other Director(s) and KMP(s) of the Company	Nil
Resigned from any listed entities in the past three years	Nil
Directorship and Chairpersonship/Membership of the Committee(s) in other Companies	Nil

ITEM NO. 9

Ms. Kamini Chauhan Ratan (54 years) is a senior IAS officer from the 1997 batch. She has graduated in Commerce from Delhi University and holds an L.L.M. degree. She currently holds the post of Additional

Secretary & Financial Advisor, in Ministry of Petroleum & Natural Gas, Government of India. She has held various key Government positions, including Sub-Divisional Magistrate/Joint Magistrate in Agra, Ayodhya and Lucknow. She has worked as Chief Development Officer in Meerut and Managing Director of Mahila Vitta Evam Vikas Nigam in Madhya Pradesh. She has also served as Collector and District Magistrate in multiple districts, head of several departments in Uttar Pradesh, and Joint Secretary in the Ministry of Education, playing a key role in formulating the National Education Policy, 2020.

No. of Board meetings of the Company attended during FY 2024-25	Nil
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se with other Director(s) and KMP(s) of the Company	Nil
Resigned from any listed entities in the past three years	Nil
Directorship and Chairpersonship/Membership of the Committee(s) in other Companies	Indian Strategic Petroleum Reserves Ltd.

Annexure-1

Item No.	12	13	14	15	16	17	18	19	20
Name of the Related Party	Petronet LNG Limited (PLL)	Ramagundam Fertilizers Limited (RFCL)	Indraprastha Gas Limited (IGL)	Mahanagar Gas Limited (MGL)	Maharashtra Natural Gas Limited (MNGL)	Aavantika Gas Limited (AGL)	Central U.P. Gas Limited (CUGL)	Green Gas Limited (GGL)	Bhagyanagar Gas Limited (BGL)
Nature of Business of Related Party	LNG imports / distribution and regasification	Manufacturing of Gas based Urea	City Gas Distribution	City Gas Distribution	City Gas Distribution	City Gas Distribution	City Gas Distribution	City Gas Distribution	City Gas Distribution
Nature of Relationship	Associate/ Joint Venture and GAIL holds 12.50% equity stake	Associate/ Joint Venture and GAIL holds 14.30% equity stake	Associate/ Joint Venture and GAIL holds 22.50% equity stake	Associate/ Joint Venture and GAIL holds 32.50% equity stake	Associate/ Joint Venture and GAIL holds 22.50% equity stake	Associate/ Joint Venture and GAIL holds 49.99% equity stake	Associate/ Joint Venture and GAIL holds 25.00% equity stake	Associate/ Joint Venture and GAIL holds 49.99% equity stake	Associate/ Joint Venture and GAIL holds 47.51% equity stake
Type of Related Party Transactions	- Purchase of Natural Gas - Utilizes re-gasification facilities - Receipt of Dividend	Sale and distribution of Natural Gas	- Sale and distribution of Natural Gas (domestic and imported) - Receipt of Dividend - Reimbursement of expenditure - Receipt of sitting fee/ commission of profit in respect of GAIL nominated Directors	- Sale and distribution of Natural Gas - Receipt of Dividend - Reimbursement of expenditure	- Sale and distribution of Natural Gas (domestic and imported) - Receipt of Dividend - Reimbursement of expenditure				
Material terms and conditions	- Long term agreement for purchase of Natural Gas including utilization of Regasification Services is entered with PLL which inter-alia includes the commercial terms which are market linked and similar to the contract executed by PLL with other off-takers. Spot contracts are executed through tenders. - As approved by PLL Board/ Shareholders as per their Dividend Distribution Policy	Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and similar to the contract executed by GAIL with other off-takers. Executed by GAIL with other off-takers.	- Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and similar to the contract executed by GAIL with other off-takers. - As approved by IGL Board/ Shareholders as per their Dividend Distribution Policy	- Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and similar to the contract executed by GAIL with other off-takers. - As approved by MGL Board/ Shareholders as per their Dividend Distribution Policy	- Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and similar to the contract executed by GAIL with other off-takers. - As approved by MNGL Board/ Shareholders	- Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and similar to the contract executed by GAIL with other off-takers. - As approved by AGL Board/ Shareholders	- Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and similar to the contract executed by GAIL with other off-takers. - As approved by CUGL Board/ Shareholders	- Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and similar to the contract executed by GAIL with other off-takers. - As approved by GGL Board/ Shareholders	- Long term/ short term agreement for sale and distribution of Natural Gas is entered which inter-alia includes the commercial terms which are market linked and similar to the contract executed by GAIL with other off-takers. - As approved by BGL Board/ Shareholders
Expected value of Related Party Transactions during FY 2026-27	₹ 40,480 crore	₹ 4,840 crore	₹ 13,750 crore	₹ 5,621 crore	₹ 4,730 crore	₹ 1,096 crore	₹ 1,050 crore	₹ 1,050 crore	₹ 1,050 crore



GAIL (India) Limited



Item No.	12	13	14	15	16	17	18	19	20
Name of the Related Party	Petronet LNG Limited (PLL)	Ramagundam Fertilizers and Chemicals Limited (RFCL)	Indraprastha Gas Limited (IGL)	Mahanagar Gas Limited (MGL)	Maharashtra Natural Gas Limited (MINGL)	Aavantika Gas Limited (AGL)	Central U.P. Gas Limited (CUGL)	Green Gas Limited (GGL)	Bhagyanagar Gas Limited (BGL)
Tenure of the Related Party Transactions	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2026-27								
Justification for Related Party Transactions with the Related Party	GAIL is in the business of marketing and transmission of gas. GAIL procures LNG Cargoes and re-gasified Liquefied Natural Gas from PLL and utilizes re-gasification facilities of PLL located at Daheji, Gujarat and Kochi, Kerala. GAIL is in the business of marketing and transmission of gas. GAIL procures gas. GAIL procures LNG Cargoes and re-gasified Liquefied Natural Gas from PLL and utilizes re-gasification facilities of PLL located at Daheji, Gujarat and Kochi, Kerala. GAIL is in the business of marketing and transmission of gas. GAIL sales and distributes Natural Gas (domestic and imported) to its customers across India, which inter-alia, includes Related Parties of GAIL. Arrangement(s)/ Transaction(s) are commercially beneficial.								
Expected value of transaction with Related Party (FY 2026-27) represented by % of GAIL's consolidated turnover of FY 2024-25 (₹ 1,42,291 crore)	28.45%	3.40%	9.66%	3.95%	3.32%	0.77%	0.74%	0.74%	0.74%
Expected value of transaction with Related Party (FY 2026-27) represented by % of Related Party consolidated turnover of FY 2024-25	79.40%	92.00%	83.50%	70.45%	131.69%	134.41%	151.30%	111.71%	134.46%

Item No.	21	22
Name of the Related Party	Talcher Fertilizers Limited (TFL)	
Nature of Business of Related Party	Production of Ammonia and Urea (yet to commence)	
Nature of Relationship	Associate/ Joint Venture and GAIL holds 39.87% equity stake	
Type of Related Party Transactions	• Sale and distribution of Natural Gas • Equity investment • Reimbursement of expenditure	
Material terms and conditions	• Equity investment • Providing of inter-corporate Loan • Reimbursement of salary of employees on deputation etc.	
Expected value of Related Party Transactions during FY 2025-26	₹ 1,250 crore	-
Expected value of Related Party Transactions during FY 2026-27	-	₹ 1,250 crore
Tenure of the Related Party Transactions	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2025-26	Ongoing transactions (year on year), however, approval is being sought for one year i.e. FY 2026-27
Justification for Related Party Transactions with the Related Party	GAIL has made investment in its JVs/ Subsidiaries. It requires to make equity investment/ provide inter-corporate loan to meet their fund requirement. Arrangement(s)/ Transaction(s) are commercially beneficial.	
Expected value of transaction with Related Party (FY 2025-26) represented by % of GAIL's consolidated turnover of FY 2024-25 (₹ 1,42,291 crore)	0.88%	-
Expected value of transaction with Related Party (FY 2026-27) represented by % of GAIL's consolidated turnover of FY 2024-25 (₹ 1,42,291 crore)	-	0.88%
Expected value of transaction with Related Party (FY 2025-26 & FY 2026-27) represented by % of Related Party consolidated turnover of FY 2024-25	Production yet to commence	