

Proceedings of 39th Annual General Meeting of the GAIL (INDIA) LIMITED held on 23.08.2023 through Video Conferencing Mode (VC) /Other Audio-Visual Means (OAVM)

As per the requirement of Regulation 30(2) read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the summary of the proceedings of 39th Annual General Meeting of the Company held on **Wednesday, the 23rd day of August, 2023 at 11:30 a.m.** through Video Conferencing Mode (VC) /Other Audio-Visual Means (OAVM).

PROCEEDINGS OF 39TH ANNUAL GENERAL MEETING OF THE COMPANY

39th Annual General Meeting (AGM) of the members of **GAIL (India) Limited** was held on **Wednesday, the 23rd day of August, 2023** through Video Conferencing Mode (VC)/ Other Audio-Visual Means (OAVM). The meeting commenced at 11.30 a.m. and concluded at 01.00 p.m.



Summary of Proceedings:

- Shri Sandeep Kumar Gupta, Chairman & Managing Director (Chairman) chaired the meeting.
- The Chairman informed that the Meeting was convened through VC/ OAVM in line with the Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. The Company also provided live Webcast of the proceedings of the AGM.
- The Chairman then requested Company Secretary to explain the process of remote e-voting. The Company Secretary briefed the members about the process of e-voting.
- 178 members joined the meeting through virtual mode. The requisite quorum being present, the Chairman called the Meeting to order.
- The Chairman also informed about the presence of Chairperson of Audit Committee, Nomination and Remuneration Committee & Stakeholders Relationship Committee and other Board members, Statutory Auditor(s) and Secretarial Auditor(s).
- Chairman delivered the speech. With the consent of all the Members present, the Board's Report, Auditor's Report, Audited Financial Statements etc. were taken as read.
- Company Secretary informed the Members that pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; the Company offered remote e-voting facility to its members for exercising their right to vote by electronic means from **Saturday, 19th August, 2023 (9:00 am) (IST) and ended on Tuesday, 22nd August, 2023 (5:00 pm) (IST)**. Further, the facility for e-voting on the resolutions was also provided during the AGM and 15 minutes after conclusion of AGM to the members who participated in the AGM but had not casted their votes through remote e-voting. Shri Sachin Agarwal, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Company Secretary informed the items proposed for approval of shareholders and the Chairman explained the objective and implications, if any, of the resolutions enlisted in the AGM notice. The business items discussed during the AGM were as under:

S. No.	Business Items Transacted during 39 th AGM	Type of Resolution
		Ordinary/Special
1	Adoption of Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2023 and Report of the Board of Directors and Auditors	Ordinary
2	To confirm the payment of Interim dividend @ 40% (Rs. 4.00/- per equity share) on the paid-up equity share capital of the Company already paid in the month of March, 2023	Ordinary
3	Appointment of Shri Rakesh Kumar Jain, Director (Finance), who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary
	Appointment of Shri Deepak Gupta, Director (Projects),	Ordinary

4	who retires by rotation, and being eligible, offers himself for re-appointment	
5	Authorization to the Board of Directors to fix the remuneration of the Statutory Auditor(s) of the Company for the FY 2023-24 and for the future years effective from Financial Year 2024-25	Ordinary
6	Approval for appointment of Shri Praveen Mal Khanooja as a Government Nominee Director of the Company	Ordinary
7	Approval for appointment of Shri Kushagra Mittal as a Government Nominee Director of the Company	Ordinary
8	Approval for appointment of Shri Sanjay Kumar as a Director (Marketing) of the Company	Ordinary
9	Ratification of remuneration of Cost Auditors of the Company	Ordinary
10	Approval for Material Related Party Transactions with Petronet LNG Limited	Ordinary
11	Approval for Material Related Party Transactions with Ramagundam Fertilizers and Chemicals Limited	Ordinary
12	Approval for Material Related Party Transactions with Talcher Fertilizers Limited	Ordinary
13	Approval for Material Related Party Transactions with Indraprastha Gas Limited	Ordinary
14	Approval for Material Related Party Transactions with Mahanagar Gas Limited	Ordinary
15	Approval for Material Related Party Transactions with Maharashtra Natural Gas Limited	Ordinary
16	Approval for Material Related Party Transactions with Aavantika Gas Limited	Ordinary
17	Approval for Material Related Party Transactions with Central U.P. Gas Limited	Ordinary
18	Approval for Material Related Party Transactions with Green Gas Limited	Ordinary

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

➤ Director (HR) offered vote of thanks to the Shareholders.

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

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