

Proceedings of 40th Annual General Meeting of the GAIL (India) Limited held on 28.08.2024 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 40th Annual General Meeting of the Company held on **Wednesday, the 28th day of August, 2024** through Video Conferencing. The meeting commenced at 11.30 a.m and concluded at 12:33 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.
- 159 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, Secretarial Auditors Report 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, 24th August, 2024 (9:00 am) (IST) and ended on Tuesday, 27th August, 2024 (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 40 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, 2024 and Report of the Board of Directors and Auditors | Ordinary |
| 2 | Appointment of Shri Ayush Gupta, Director (HR), who retires by rotation, and being eligible, offers himself for | Ordinary |

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| 2 | retires by rotation, and being eligible, offers himself for re-appointment | |
| 3 | Appointment of Shri Kushagra Mittal, Government Nominee Director who retires by rotation, and being eligible, offers himself for re-appointment | Ordinary |
| 4 | Approval for appointment of Shri Asheesh Joshi as a Government Nominee Director of the Company | Ordinary |
| 5 | Approval for appointment of Shri Rajeev Kumar Singhal as Director (Business Development) of the Company | Ordinary |
| 6 | Ratification of remuneration of Cost Auditors of the Company | Ordinary |
| 7 | Approval for Material Related Party Transactions with Petronet LNG Limited | Ordinary |
| 8 | Approval for Material Related Party Transactions with Ramagundam Fertilizers and Chemicals Limited | Ordinary |
| 9 | Approval for Material Related Party Transactions with Indraprastha Gas Limited | Ordinary |
| 10 | Approval for Material Related Party Transactions with Mahanagar Gas Limited | Ordinary |
| 11 | Approval for Material Related Party Transactions with Maharashtra Natural Gas Limited | Ordinary |
| 12 | Approval for Material Related Party Transactions with Aavantika Gas Limited | Ordinary |
| 13 | Approval for Material Related Party Transactions with Central U.P. Gas Limited | Ordinary |
| 14 | Approval for Material Related Party Transactions with Green Gas Limited | Ordinary |
| 15 | Approval for Material Related Party Transactions with Bhagyanagar 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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