EVERY FLAME TELLS A STORY OF TRUST

GAIL (India) Limited

42nd Annual General Meeting (AGM)
GAIL (India) Limited

Thursday, 27th August, 2026 at 11.30 a.m.

(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-Second Annual General Meeting (AGM)** of the Members of **GAIL (India) Limited (Company)** will be held on **Thursday, 27th August, 2026 at 11:30 a.m.(IST)** through Video Conferencing Mode (VC) /Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements for the Financial Year ended 31st March, 2026, 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, 2026, 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."

2. To declare Final Dividend for the Financial Year 2025-26 @5% (Re 0.50/- 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 @5% (Re 0.50/- per equity share) on the paid-up equity share capital of the Company to the Shareholder(s) as on the record date fixed by the Company, for the Financial Year 2025-26, as recommended by the Board."

3. To appoint a Director in place of Shri R K Singhal, Director (Business Development) (DIN 09230386), 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 R K Singhal, Director (Business Development) (DIN 09230386), who offered himself for re-appointment be and is hereby re-appointed as Director (Business Development) of the Company liable to retire by rotation."

4. To appoint a Director in place of Shri Ayush Gupta, Director (HR) (DIN 09681775), 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 Ayush Gupta, Director (HR) (DIN 09681775), who offered himself for re-appointment be and is hereby re-appointed as Director (HR) of the Company liable to retire by rotation."

SPECIAL BUSINESS

5. Approval for Appointment of Shri Rohit Mathur (DIN 08216731) 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, Shri Rohit Mathur, (DIN 08216731) Joint Secretary, Ministry of Petroleum & Natural Gas, Government of India, who was nominated by the President of India as a Government Nominee Director of the Company vide MoP&NG letter no. CA-31022/1/2021-CA-PNG (37493) dated 09.03.2026 and appointed as Nominee Director as per provision of Section 161(3) of the Companies Act, 2013 w.e.f. 09.03.2026 by the Board of Directors, 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."

6. Approval for Appointment of Shri Satish Kumar Sinha (DIN 10528036) as Director (Finance) of the Company

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

"RESOLVED THAT in accordance with the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, Articles of Association of the Company, Shri Satish Kumar Sinha (DIN 10528036) who was nominated as Director (Finance) by the President of India vide MoP&NG letter No. CA-31022/2/2024-CA-PNG (49911) dated 22.06.2026 and appointed as an Additional Director w.e.f. 01.07.2026 by the Board of Directors to hold the post of Director (Finance) & Chief Financial Officer (CFO) of the Company, be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation on such terms and conditions, remuneration and tenure (including extension, change in designation) as may be determined by the President of India/ Government of India from time to time."

7. **Approval for 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 2025-26, amounting to ₹ 24,00,000 plus applicable taxes, travelling, boarding and out of pocket expenses limited to 10% of the audit fees be and is hereby ratified."

8. **Approval for Material Related Party Transactions with Petronet LNG Limited**

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 Transaction 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. ₹ 5,000 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, from date of ensuing 42nd AGM till date of next 43rd AGM 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."

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

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 Transaction 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. ₹ 5,000 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, from date of ensuing 42nd AGM till date of next 43rd AGM 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."

10. **Approval for Material Related Party Transactions with Mahanagar Gas Limited**

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 Transaction 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. ₹ 5,000 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, from date of ensuing 42nd AGM till date of next 43rd AGM 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."

11. Approval for Material Related Party Transactions with Ramagundam Fertilizers and Chemicals Limited

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 Transaction 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. ₹ 5,000 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, from date of ensuing 42^{nd} AGM till date of next 43^{rd} AGM 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/-
(Deepak Asija)
Company Secretary
(M. No. FCS 4565)

Dated: 28.07.2026
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. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and dispensed the personal presence of the Members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 03/2025 dated September 22, 2025 read with earlier circulars issued in this regard ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard issued by the Securities and Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OAVM.

   In terms of the said circulars, the 42nd 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 LODR Regulations and Circulars, the Notice of AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those members whose email address are registered with the Company/Depositories. Additionally, the Company will also send a letter to Shareholders providing the web-link for accessing the Annual Report who have not registered their email address with the Company or R&TA or Depositories.

7. Notice of the 42nd AGM and Annual Report 2025-26 are available at Company's website 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 22nd August, 2026** 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 Re.0.50 per equity share. The Company has fixed **Wednesday, September 2, 2026** as the 'Record Date' for determining entitlement of Members to receive Final Dividend for the Financial Year ended March 31, 2026, 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. **18th August, 2026 to 3rd September, 2026. The specified formats of declarations/documents are available at Company's website**

12. Members who have not encashed/received their Dividend may approach the R&TA/ Company for payment of dividend upon completion of necessary formalities in this behalf, 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.

13. 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

14. 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.

A special window, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible Shareholders are requested to submit the requisite documents before February 4, 2027 to R&TA/Company. Securities transferred through this mechanism shall be credited only in demat form and will remain under a one year lock-in, during which they cannot be transferred, lien-marked or pledged.

15. 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.

Further, pursuant to the amended Regulation 12 SEBI LODR, all listed entities are required to make dividend payments only through electronic modes. As a result, physical instruments such as cheques or demand drafts can no longer be issued for dividend payments. Members are requested to ensure that their bank account details, including the IFSC code and other requisite KYC information, are promptly updated with their Depository Participant (for demat holdings) or with the Company's R&TA (for physical holdings) to enable seamless credit of dividend through electronic mode.

16. Member(s) who have not registered their e-mail addresses with the Depository/Company, 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, 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 (email to admin@mcsregistrars.com/ shareholders@gail.co.in.

b. Members holding shares in Demat mode can get their e-mail ID registered by contacting their respective Depository Participant or alternatively, 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 admin@mcsregistrars.com/ shareholders@gail.co.in.

17. 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.

18. 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 **27th August, 2026 from 11:30 a.m. till conclusion of the AGM.** You may access the same at GAIL's website.

19. 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 42nd 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 **Sunday, 23rd August, 2026 (9:00 am) (IST) and ends on Wednesday, 26th August, 2026 (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. **Thursday, 20th August, 2026** only shall be entitled to avail the facility of remote e-voting.

20. 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 email-id with their DPs in order to access e-voting facility.

THE INSTRUCTIONS 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**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the 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. 3) 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. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email 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**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: 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. 2) 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 3) 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. 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

Type of Shareholders	Login Method
	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 abovementioned 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 contact 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.**

a. The Shareholders should log on to the e-voting website www.evotingindia.com.

b. Click on "Shareholders" module.

c. Now enter your User ID

1. For CDSL: 16 digits beneficiary ID,
2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
3. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

d. Next enter the Image Verification as displayed and Click on Login.

e. 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.

f. 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 mandatorily 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 mandatory 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 earlier 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 **Friday, 14th August, 2026 (09:00 a.m.) (IST) to Thursday, 20th August, 2026 (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 42nd AGM notice are requested to write to the Company on or before **Friday, 21st August, 2026** 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 ID/ 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**.

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 i.e. Thursday, 20th August, 2026, may obtain the login ID and password by sending request along with their shareholding details to helpdesk.evoting@cdslindia.com. or Shareholders@gail.co.in

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 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M.Joshi Marg, Lower Parel (East), Mumbai - 400013.

21. 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. **Thursday, 20th August, 2026**. 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 ROHIT MATHUR, JOINT SECRETARY, MOP&NG (DIN 08216731) AS A GOVERNMENT NOMINEE DIRECTOR OF THE COMPANY

Shri Rohit Mathur, Joint Secretary, MoP&NG was nominated as a Government Nominee Director by the President of India vide letter no. CA-31022/1/2021-CA-PNG (37493) dated 09.03.2026. He was appointed a Government Nominee Director on the Board of your Company w.e.f. 09.03.2026 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.

The Board recommends that Shri Mathur may be appointed as a 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.

Shri Mathur 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.

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

ITEM NO. 6

APPOINTMENT OF SHRI SATISH KUMAR SINHA (DIN 10528036) AS DIRECTOR (FINANCE) OF THE COMPANY

Shri Satish Kumar Sinha was nominated as Director (Finance) by the President of India vide letter no. CA-31022/2/2024-CA-PNG (49911) dated 22.06.2026. He was appointed as an additional Director on the Board of Directors of the Company w.e.f. 01.07.2026 till the date of his superannuation i.e. 31.05.2029 or until further orders, whichever is earlier pursuant to the provisions of Section152 & 161(1) and other applicable provisions of the Act.

The Board recommends that Shri Satish Kumar Sinha may be appointed as a Director (Finance) 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.

Shri Satish Kumar Sinha 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.

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

ITEM NO. 7

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 2025-26:

S. No.	Name of the Cost Auditor	Region
1	M/s Narasimha Murthy & Co., New Delhi	Northern & Eastern Region
2	M/s Niran & Co., Bhubaneswar	Northern Region
3	M/s R Nanabhoy & Co., Mumbai	Central Region
4	M/s Diwanji & Co., Vadodara	Southern & Western 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 Shareholders of the Company. Accordingly, the Shareholders are requested to ratify the remuneration as approved by the Board for Financial Year 2025-26, 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 as set out in the accompanied Notice for approval of the Shareholders.

ITEM NO(S). 8 TO 11

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 Shareholders through Ordinary Resolution.

Further, 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 the threshold limit specified i.e. ₹ 5,000 crore, even if such transaction is in ordinary course of business and at arms' length.

The Company undertakes transactions with its 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. 8 to 11. The Audit Committee had already reviewed the Material RPTs and recommended the same for approval of the Board. The Board also reviewed the Material RPTs and recommended the same for approval of the Shareholders. Accordingly, Shareholders approval for the Material RPTs has been sought.

The Company undertakes transactions with Subsidiaries, which is expected to exceed ₹ 5,000 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.

The details of transactions as required under Regulation 23(4) of the SEBI LODR Regulations read with Section III-B of the SEBI Master Circular no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are provided at **Annexure-1**.

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 Deepak 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 Sanjay Kumar, Director (Marketing), GAIL is non-executive Director on the Board of Indraprastha 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 Singhal (58 Years) is an Electronics Engineer from Indian Institute of Technology (IIT) BHU Varanasi and holds a Diploma in Business and Finance from Institute of Chartered Financial Analysts of India (ICFAI).

He joined GAIL in 1989 as Assistant Executive Engineer and has over 37 years of diverse experience across multiple functions including Operation and Maintenance of Hydrocarbon installations, Marketing, International LNG Trading, Shipping, thereby bringing extensive expertise in the hydrocarbon and energy sector.

In his current role, Shri Singhal is pursuing Business Development initiatives aimed at expanding GAIL's Business Portfolio in India and overseas. His area of focus encompasses M&A transactions in different sectors, development of Gas Infrastructure, establishment of New Fertilizer Plants, Petrochemical O&M and Portfolio Expansion, setting-up of CBG Plants, Coal Gasification Projects, Shipping initiatives in India and globally, Diversification, Exploration & Production, Research & Development, Start–Up with a strong emphasis on enhancing GAIL's renewable energy portfolio.

Earlier, as Head of the LNG Sourcing Group at GAIL, Shri Singhal has handled international negotiations with diverse sourcing destinations viz Qatar, Australia, USA & Russia involving contracts indexed to a mix of Brent, JCC & Henry Hub benchmarks. His notable achievements include creating a market for Henry hub linked RLNG in India, marketing long-term RLNG volumes to Fertilizer plants across the country and developing new gas markets in Karnataka, Kerala and West Tamil Nadu, where natural gas was reaching for the first time.

No. of Board meetings of the Company attended during FY 2025-26	10
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se relationship 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. Fayum Gas 2. TAPI Pipeline Company Limited 3. LNG Japonica Shipping Corporation Limited 4. Maharashtra Natural Gas Limited 5. Coal Gas India Limited • Audit Committee - Chairperson 6. Talcher Fertilizer Limited

ITEM NO. 4

Shri Ayush Gupta (55 Years) is a 1992 batch Electrical Engineer from IIT Roorkee, MBA in Operations Management & P G Diploma in Human Resources Management. He has over 34 years of varied and rich experience in the field of Human Resource Management, Projects, Operations and Maintenance in Oil & Gas Sector and Process Industry.

He is working with GAIL since last 28 years. He is a strong proponent & practitioner of sustainable business practices and ensuing highest standards of safety in plant & pipeline operations. He has taken several initiatives to promote gender equality & women empowerment. As Director (HR), He had been instrumental in introducing various initiatives, such as Spandan (Monthly Wellness Hour dedicated towards enhancing employees' physical, mental and emotional well-being), Ojas (young employees engagement & development platform), Abha (for educating, mentoring and hand-holding of spouses of GAIL employees for their entrepreneurial ventures), Samanvay (Care, Connect & Commit – to establish a periodic two way communication in the organization), Mentoring Journey – Saarthi (a unique approach towards development of young talent), AI Tarang (to empower employees to innovate & grow in the age of AI), etc.

He is a recipient of the prestigious Chevening Science, Innovation, Policy & Leadership Fellowship from UK Government in 2013, Winner of the National Corrosion Awareness Award 2004, Emerging HRD Thinkers Award in 2011, HR Leader of the Year Award-2024, recognized as the Visionary CHRO by CXO Lanes and as Top 50 HR Thought Leaders of 2024, 2025 by Economic Times HR World, Honorary Fellow of Indian Management Association by AIMA and conferred with Distinguished Leadership Honour at Times of India National CSR Summit 2026.

He is an Executive Committee member of SCOPE (Standing Conference of Public Enterprises), Member on the Board of Governors of Rajiv Gandhi Institute of Petroleum Technology & Indian Institute of Petroleum & Energy, Member, HR Core Committee of All India Management Association (AIMA), Member, CII National Committee on Industrial Relations, Member, IPEF (Indo-Pacific Economic Framework for Prosperity) Labour Rights Advisory Board, Member, Industry Advisory Board of The American Society of Mechanical Engineers – India, Member in the National HR Committee of FICCI, Member on the Board of Governors of the Management & Entrepreneurship and Professional Skills Council (MEPSC) of AIMA, Member in the Governing Council of United Nations Global Compact Network India (UN GCNI), Honorary President of the Indian Institution of Industrial Engineering (IIIE), Delhi Chapter and Co-Chair of the FICCI Committee on Corporate Security & Disaster Risk Reduction.

No. of Board meetings of the Company attended during FY 2025-26	11
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se relationship 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 Gas Limited 2. China Gas Holdings Limited 3. GAIL Mangalore Petrochemicals Limited 4. ONGC Tripura Power Company Limited

ITEM NO. 5

Shri Rohit Mathur (58 Years), Joint Secretary (Govt. of India), Ministry of Petroleum and Natural Gas (MOP&NG), is a Mechanical Engineer from Thapar College of Engineering, Patiala and has also completed Master of Finance and Control (MFC) from Delhi University. Prior to this assignment he was Director (S, CC & FP), MOP&NG handling matters relating to Refineries Sector, Biofuels, Petrochemicals, crude oil supply and flagship programmes. He has also worked in various capacities in other Ministries viz. Ministry of Agriculture, Food Processing Industries, Ministry of Finance (Department of Economic Affairs), Department of Biotechnology and Ministry of Health & Family Welfare.

No. of Board meetings of the Company attended during FY 2025-26	1
No. of Shares held in the Company (self and as a beneficial owner)	Nil
Inter-se relationship 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 Satish Kumar Sinha (57 Years), a qualified Cost and Management Accountant has over three decades of distinguished experience in the oil and gas sector. Shri Sinha possesses extensive expertise across Corporate Finance, Corporate Accounts, Management Accounting, Investor Relations, Taxation, Treasury & Banking Operations, Costing, Budgeting, Project Evaluation, and Mergers & Acquisitions.

Before joining the Board of Directors, he served as Executive Director (Finance & Accounts) at GAIL. Since joining the Company as a Management Trainee (Finance & Accounts) in 1994, Shri Sinha has held several key leadership positions across the finance function and has made significant contributions to strengthening GAIL's financial systems and governance framework. He has played a pivotal role in enhancing investor engagement, driving strategic financial decision-making, optimizing costs, and ensuring robust compliance practices.

Over the course of his career, Shri Sinha has successfully led large-scale investment appraisals, treasury management initiatives, and corporate finance functions. He has also been instrumental in spearheading digital transformation in finance through SAP implementation, process automation, and the centralization of financial operations, resulting in improved efficiency and enhanced financial controls.

Shri Sinha has served on the Board of GAIL Global Singapore Pte. Limited and GAIL Mangalore Petrochemicals Limited, contributing to their strategic direction and operational growth.

His professional excellence has been widely recognized through several prestigious accolades, including securing 2nd Rank in Asia for IR Professional in the Extel Asia Survey 2026, along with recognitions from the Institute of Cost Accountants of India (ICMAI) for excellence in cost management and finance leadership.

No. of Board meetings of the Company attended during FY 2025-26	N.A
No. of Shares held in the Company (self and as a beneficial owner)	2,475
Inter-se relationship 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 - Chairperson 4. Aavantika Gas Limited 5. GAIL Global IFSC Limited

Annexure-1

Item No.	8	9	10	11
Name of the Related Party	**Petronet LNG Limited (PLL)**	**Indraprastha Gas Limited (IGL)**	**Mahanagar Gas Limited (MGL)**	**Ramagundam Fertilizers and Chemicals Limited (RFCL)**
Nature of Business of Related Party	LNG imports / distribution and regasification	City Gas Distribution	City Gas Distribution	Manufacturing of Gas based Urea
Nature of Relationship	Associate/ Joint Venture and GAIL holds 12.50% 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 14.30% equity stake
Type of Related Party Transactions	• Purchase of Natural Gas • Utilizes re-gasification facilities	• Sale and distribution of Natural Gas • Reimbursement of expenditure • Receipt of sitting fee/ commission of profit in respect of GAIL nominated Directors	• Sale and distribution of Natural Gas • Reimbursement of expenditure	• Sale and distribution of Natural Gas
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.	• 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 executed by GAIL with other off- takers. • Reimbursement of salary of employees on deputation etc. • As per approved policy of IGL	• 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 executed by GAIL with other off- takers. • Reimbursement of salary of employees on deputation etc.	• 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 executed by GAIL with other off- takers.
Tenure of the Related Party Transaction, basis of determination of price	Ongoing transactions (year on year), however, approval is being sought for transactions from the date of ensuing 42nd AGM till the date of next 43rd AGM and agreement entered on mutually agreed terms which are on arm's length basis			
In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: **a. Amount of Trade advance** **b. Tenure** **c. Whether same is self-liquidating?**	Not Applicable			

Item No.	8	9	10	11
Name of the Related Party	**Petronet LNG Limited (PLL)**	**Indraprastha Gas Limited (IGL)**	**Mahanagar Gas Limited (MGL)**	**Ramagundam Fertilizers and Chemicals Limited (RFCL)**
Total amount of all the transactions undertaken by GAIL with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (₹ in crore)	FY 2025-26: 26,594.21	FY 2025-26: 9,982.17	FY 2025-26: 4,071.40	FY 2025-26: 2,117.22
	FY 2024-25: 27,133.79	FY 2024-25: 8,584.32	FY 2024-25: 3,454.22	FY 2024-25: 3,240.12
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 Dahej, Gujarat and Kochi, Kerala. Arrangement(s)/ Transaction(s) are commercially beneficial.	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 Related Party Transactions during 42nd AGM to 43rd AGM (₹ in Crore)	38,300	13,500	6,800	5,500
Expected value of transaction with Related Party (during 42nd AGM to 43rd AGM) represented by % of GAIL's consolidated turnover of FY 2025-26 (₹ 1,42,094 crore)	26.95%	9.50%	4.79%	3.87%
Expected value of transaction with Related Party (during 42nd AGM to 43rd AGM) represented by % of Related Party consolidated turnover of FY 2025-26	88.06%	75.65%	75.01%	147%
Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable			

Item No.	8	9	10	11
Name of the Related Party	**Petronet LNG Limited (PLL)**	**Indraprastha Gas Limited (IGL)**	**Mahanagar Gas Limited (MGL)**	**Ramagundam Fertilizers and Chemicals Limited (RFCL)**
Financial Performance of Related Party during FY 2025-26 (₹ in crore):				
a. Turnover	43,495	17,846	9,065	3,742
b. Net Profit After Tax	3,809	1,544	841	182
c. Net Worth	22,285	11,525	6,442	1,915
Details of the Promoter(s)/ Director(s) / Key Managerial Personnel of GAIL who have interest in the transaction, whether directly or indirectly				
a. Name of the Director / KMP	Shri Deepak Gupta, CMD, GAIL is non-executive Director on the Board of PLL	Shri Sanjay Kumar, Director (Marketing), GAIL is non-executive Director on the Board of IGL	Shri Deepak Gupta, CMD, GAIL is non- executive Chairman on the Board of MGL	-
b. Shareholding of the Director / KMP, whether direct or indirect, in the Related Party	i. Shri Ayush Gupta, Director (HR) holding 550 equity shares. ii. Shri Satish Kumar Sinha, Director (Finance) holding 2,600 equity shares.	Shri Sanjay Kumar, Director (Marketing) holding 3,400 equity shares.	NIL	-