

This is to submit that the non-compliance with regard to the composition of the Board was neither due to any negligence/default by the Company nor within the control of GAIL's management and continuous efforts were also made to meet the compliance requirements.

GAIL (India) Limited is a 'Government Company' under the administrative control of the Ministry of Petroleum and Natural Gas (MoP&NG), Government of India. All the Directors on the Board of GAIL (including Independent Directors) are nominated/ appointed by the Government of India. As such, appointments are outside the purview/ control of the GAIL's management. The Company is regularly following up the Government of India for appointment of requisite number of Independent Directors on its Board.

It may be noted that in the past also similar letters have been received and waiver requests were considered favourably by the Exchanges.

Thanking you,
Yours faithfully,

(Mahesh Kumar Agarwal)
Company Secretary

Copy to:

- 1 Deutsche Bank AG, Filiale Mumbai
TSS & Global Equity Services
The Capital, 14th Floor
C-70, G Block, Bandra Kurla Complex
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K/A- Ms. Aparna Salunkhe
2. Beacon Trusteeship Limited
4C and D Siddhivinayak Chambers,
Gandhi Nagar, Opposite MIG Cricket club,
Bandra East, Mumbai -400051
K/A-Mr. Kaustubh Kulkarni