



गैल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

गैल भवन,
16 भीकाजी कामा प्लेस
नई दिल्ली-110066, इंडिया

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ND/GAIL/SECTT/2016

September 23, 2016

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400051

Sub.: Proceeding of 32nd Annual General Meeting of the Company held on 23.09.2016

Dear Sir,

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 proceedings of 32nd Annual General Meeting of the Company held on 23rd September, 2016.

The above is for information and record please.

Thanking you,

Yours faithfully

(A.K. Jha)

Company Secretary

Copy to:

1. Listing Department
Bombay Stock Exchange Limited
Floor 1, Phiroze Jeejeebhoy Towers
Dalal Street



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

PROCEEDINGS OF 32ND ANNUAL GENERAL MEETING OF THE COMPANY

32nd Annual General Meeting (AGM) of the Company was held on 23rd September, 2016 at 10:30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010

Shri B.C.Tripathi, CMD chaired the proceedings of the Meeting. The requisite quorum being present, the meeting was called to order. The Chairman delivered the speech. With the consent of all the Members present, the Notice of AGM, the Directors' Report etc. were taken as read.

CMD 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 to exercise their right to vote by electronic means from Tuesday, 20th September, 2016 (9:00 am) till Thursday, 22nd September, 2016 (5:00 pm). Those members who could not exercise their vote through remote e-voting process, facility for voting through polling slip was available for such members.

The Company secretary proposed items of business for approval of shareholders and CMD explained objective and implications, if any, of the resolutions enlisted in the AGM notice. The business items discussed during the AGM are as under:

Item No.	Business Item	Resolution
ORDINARY BUSINESS		
1	Adoption of audited Financial Statements and audited consolidated financial statements of the Company for the year ended 31 st March, 2016 and Report of the Board of Directors and Auditors	Ordinary
2	Approval of Final Dividend for the financial year ended 31 st March, 2016 and to confirm the payment of Interim Dividend already paid in February, 2016	Ordinary
3	Appoint a Director in place of Shri Subir Purkayastha, who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary
4	Appoint a Director in place of Shri Ashutosh Jindal, who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary
5	Authorization to the Board of Directors to fix the remuneration of the Joint Statutory Auditors for FY 2016-17	Ordinary
SPECIAL BUSINESS		

6	Approval for appointment of Shri Sanjay Kumar Srivastava as Independent Director, not liable to retire by rotation	Ordinary
7	Approval for appointment of Shri Anupam Kulshreshtha as Independent Director, not liable to retire by rotation	Ordinary
8	Approval for appointment of Shri Sanjay Tandon as Independent Director, not liable to retire by rotation	Ordinary
9	Approval for ratification of remuneration of the Cost Auditors for FY 2015-16 and authorization to the Board of Directors to fix the remuneration for FY 2016-17.	Ordinary
10	Approval for Material Related Party Transactions with Petronet LNG Limited for FY 2016-17	Ordinary
11	Approval for Private Placement of Securities	Special

Company Secretary informed to the Members that Shri Sachin Agarwal, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. It was informed that counting of the votes and verification of the polling papers would take some time, the result of the poll along with the result of remote e-voting would be hosted on website of the Company and CDSL as per statutory requirement. The results will also be displayed on the Notice Board of the Company at its Registered Office.

CMD invited shareholders for discussion on the agenda items which were suitably addressed.

The meeting concluded at 11:10 a.m.


 (A.K. Jha)
 Company Secretary