



गेल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

गेल भवन,
16 भीकाएजी कामा प्लेस
नई दिल्ली-110066, इंडिया
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ND/GAIL/SECTT/2018

September 11, 2018

1. 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	2. Listing Department BSE Limited Floor 1, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001
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Sub.: Proceeding of 34th Annual General Meeting of the Company held on 11.09.2018

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 the proceedings of 34th Annual General Meeting of the Company held on 11th September, 2018.

The above is for information and records please.

Thanking you,

Yours faithfully

(A.K. Jha)

Company Secretary



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
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PROCEEDINGS OF 34th ANNUAL GENERAL MEETING OF THE COMPANY

34th Annual General Meeting (AGM) of the Company was held on **11th September, 2018** 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 Directors' Report, Auditor's Report, audited Financial Statement 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 **Friday, 7th September, 2018 (9:00 am) (IST) till Monday, 10th September, 2018 (5:00 pm) (IST)**. Those members who could not exercise their vote through remote e-voting process, facility for voting through polling slip was available at AGM venue for such members.

The Company secretary proposed the items of business for approval of shareholders and CMD 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:

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, 2018 and Report of the Board of Directors and Auditors	Ordinary
2	Approval of Final Dividend for the financial year ended 31 st March, 2018 and to confirm the payment of Interim Dividend already paid in January, 2018	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 Shri Ashish Chatterjee, 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 2018-19	Ordinary

SPECIAL BUSINESS		
6	Approval for appointment of Dr. Rahul Mukherjee as Independent Director, not liable to retire by rotation	Ordinary
7	Approval for appointment of Shri Jayanto Narayan Choudhury as Independent Director, not liable to retire by rotation	Ordinary
8	Approval for appointment of Ms. Banto Devi Kataria as Independent Director, not liable to retire by rotation	Ordinary
9	Approval for appointment of Shri Manoj Jain as Director (Business Development), liable to retire by rotation	Ordinary
10	Approval for ratification of remuneration of the Cost Auditors for FY 2017-18 and authorization to the Board of Directors to fix the remuneration for FY 2018-19	Ordinary
11	Approval for Material Related Party Transactions with Petronet LNG Limited for FY 2018 -19	Ordinary
12	Amendment in Object Clause of Memorandum of Association of the Company	Special
13	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. 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 items of business which were suitably addressed.

The meeting concluded at 11:40 Am

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, the rules notified thereunder and Secretarial Standards issued by the ICSI.


(A.K. Jha)

Company Secretary