



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 12, 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: Voting Results of 34th AGM held on 11.09.2018- Consolidated Scrutinizer Report

Dear Sir,

This is in reference to captioned subject and in compliance of SEBI (Listing Requirements and Obligations) Regulations, 2015

Please find attached scrutinizer's report on consolidated voting results.

The same is for your information and record.

Thanking You
Yours faithfully

(A.K.Jha)
Company Secretary

Encl.: As above



SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act 2013 and
Rule 20(3) of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman and Managing Director
GAIL (India) Limited
16, Bhikaiji Cama Place,
R.K. Puram, New Delhi – 110066

Reg.: 34th Annual General Meeting of the members of GAIL (India) Limited held on Tuesday, 11th Day of September, 2018 at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi -110010

Sub. : Remote e-Voting Result

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at 119 & 127, Vardhman Star Citi Mall, Sector-7, Dwarka, New Delhi-110075, appointed by **GAIL (India) Limited** (the Company) to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 34th Annual General Meeting of the Company, do hereby submit my report as follows:

1. The e-voting services were provided by M/s Central Depository Services (India) Limited (CDSL).
2. Voting rights were reckoned on the paid up value of shares registered in the names of the members as on **4th September, 2018**.
3. The voting period for remote e- Voting commenced on Friday, 7th September 2018 at 09:00 A.M. (IST) and ended on Monday, 10th September 2018 at 5.00 P.M. (IST).
4. The votes cast were unblocked on 11th September, 2018 at 12:15 P.M. in the presence of two witnesses' Ms. Karishma Singh and Mr. Hitesh Kumar, both of whom are not in the employment of the Company.

Based on the reports generated from **Central Depository Services (India) Limited**, e-voting website www.evotingindia.com results of e-voting are as under:



ORDINARY BUSINESS

Resolution No.1 – Ordinary Resolution

To receive, consider and adopt the audited Financial Statements and audited Consolidated Financial Statements for the financial year ended 31st March, 2018, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	879 [#]	2005244135	100.00
Voted against the Resolution	2	71	0.00
Abstain From Voting	0	0	0

[#]There were 7 members who have voted partially.

Resolution No.2: Ordinary Resolution

To declare final dividend for the financial year ended 31st March, 2018 as recommended by the Board and to confirm the payment of interim dividend already paid in the month of January, 2018.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	894 [#]	2036123038	100.00
Voted against the Resolution	2	113	0.00
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.

Resolution No.3: Ordinary Resolution

To appoint a Director in place of Shri Subir Purkayastha, who retires by rotation, and being eligible, offers himself for re-appointment.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution*	862 [#]	2021162894	99.27
Voted against the Resolution*	36	14960265	0.73
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.

*There was a Member who had e-voted partly in favour of the Resolution and partly against the Resolution.



Resolution No.4: Ordinary Resolution

To appoint a Director in place of Shri Ashish Chatterjee, who retires by rotation, and being eligible, offers himself for re-appointment.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution*	850 [#]	2003841453	99.50
Voted against the Resolution*	33	10149630	0.50
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.

*There were 2 (Two) Members who had e-voted partly in favour of the Resolution and partly against the Resolution.

Resolution No.5: Ordinary Resolution

To authorize Board of Directors of the Company to fix remuneration of the Joint Statutory Auditor(s) of the Company for FY 2018-19 in terms of the provisions of Section 142 of the Companies Act, 2013.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	880 [#]	2020360101	99.80
Voted against the Resolution	15	3991900	0.20
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.

SPECIAL BUSINESS

Resolution No.6: Ordinary Resolution

To appoint Dr. Rahul Mukherjee (DIN- 07940278) as Independent Director, not liable to retire by rotation.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution*	829 [#]	1985015452	98.56
Voted against the Resolution*	54	28975631	1.44
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.

* There were 2 (Two) Member who had e-voted partly in favour of the Resolution and partly against the Resolution.



Resolution No.7: Ordinary Resolution

To appoint Shri Jayanto Narayan Choudhury (DIN- 07940286) as Independent Director, not liable to retire by rotation.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	860 [#]	2010986567	99.85
Voted against the Resolution	21	3004516	0.15
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.

Resolution No.8: Ordinary Resolution

To appoint Ms. Banto Devi Kataria (DIN-08194036) as Independent Director, not liable to retire by rotation.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	863 [#]	2012486441	99.93
Voted against the Resolution	18	1504642	0.07
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.

Resolution No.9: Ordinary Resolution

To appoint Shri Manoj Jain (DIN 07556033) Director (Business Development), liable to retire by rotation.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	870 [#]	2025978975	99.50
Voted against the Resolution	29	10144184	0.50
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.

*There were 2 (Two) Members who had e-voted partly in favour of the Resolution and partly against the Resolution.



Resolution No.10: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for FY 2017-18 and authorization to the Board of Directors to fix the remuneration for FY 2018-19.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	887 [#]	2033556898	99.87
Voted against the Resolution	9	2566253	0.13
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.

Resolution No.11: Ordinary Resolution

To approve Material Related Party Transactions with Petronet LNG Limited for Financial Year 2018-19.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	891 [#]	2036117625	100.00
Voted against the Resolution	4	2967	0.00
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.

Resolution No.12: Special Resolution

To approve the amendment in Main Objects Clause of the Memorandum of Association of the Company by addition of new clauses from 25 to 30.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	863 [#]	2020101514	100.00
Voted against the Resolution	8	3101	0.00
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.



Resolution No.13: Special Resolution

To increase the borrowing limit of INR Debt through secured / unsecured, redeemable, taxable Non-Convertible Bond(s) / Offshore INR Bonds upto Rs. 1,500 crore till the conclusion of next AGM, in one or more tranches on private placement basis.

	Number of Members Who Voted	Number of Shares For Which Votes Cast	Percentage of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	880 [#]	2036116700	100.00
Voted against the Resolution	15	3892	0.00
Abstain From Voting	0	0	0

[#]There were 8 members who have voted partially.



Yours Faithfully

A handwritten signature in black ink.

CS Sachin Agarwal
Scrutinizer

Place: New Delhi
Dated: 11.09.2018

We, the undersigned, have witnessed that the votes were unblocked from Central Depository Services (India) Limited (CDSL) **e-voting** website www.evotingindia.com in our presence on Tuesday, 11th day of September, 2018 at 12:15 P.M.

A handwritten signature in black ink.

1. (Ms. Karishma Singh)
WITNESS

A handwritten signature in black ink.

2. (Mr. Hitesh Kumar)
WITNESS