Gujarat State Petronet Ltd.
GSPL Bhavan,
E-18, GIDC Electronics Estate, Nr. K-7 Circle,
Sector-26, Gandhinagar-382028.
Tel.: +91-79-23268500/600 Fax : +91-79-23268506
Website : www.gspcgroup.com

Ref : GSPL/S&L/2017-18
Date : 29th September, 2017

To
The Manager (Listing)
The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
Fax No. 022-22722037-22723121-22721072
Company Code: 532702

To
The Manager (Listing)
The National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra-Kurla
Complex, Bandra (E), Mumbai – 400 051,
Fax No. : 022-26598237/38

Company Code: GSPL

Dear Sir,

Sub: Voting Results of the 19th Annual General Meeting of the Members of the Company.

This is to inform you that shareholders of the Company have approved the businesses set out in the Notice of the 19th Annual General Meeting held on 28th September, 2017 at 3.30 P.M. at Assembly Hall, GSPC Bhavan, Sector – 11, Gandhinagar.

Please find below the results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Resolutions passed by the Shareholders on E-voting and on Poll:

1. **Date of the AGM:** 28th September, 2017
2. **Total number of shareholders on record date:** 121556
3. **No. of Shareholders present in the meeting either in person or through proxy:**
   - Promoters and Promoter Group: 1
   - Public: 54
4. **No. of Shareholders attended the meeting through Video Conferencing:** NA
   Promoters and Promoter Group: NA
   Public: NA

Please note that all the below mentioned resolutions were passed by the shareholders with requisite majority.

Details on each item of AGM Notice:

KOK.

Resolution 1:

Receiving, considering and adopting the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

- **Resolution required:** Ordinary
- **Whether promoter/promoter group are interested in the agenda/resolution:** No

Promoter/ Public	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of votes-against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] * 100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	212305270	212305270	100.00	212305270	0	100.00	0.00
	Poll		-	-	0	0	-	0.00
	Total		212305270	100.00	212305270	0	100.00	0.00
Public-Institutional holders	E-voting	265697461	191989699	72.26	191989699	0	100.00	0.00
	Poll		24850000	9.35	24850000	0	100.00	0.00
	Total		216839699	81.61	216839699	0	100.00	0.00
Public-Non-Institutional	E-voting	85764288	19817826*	23.11	19817626	200	100.00	0.00
	Poll		393033	0.46	393033	0	100.00	0.00
	Total		20210859	23.57	20210659	200	100.00	0.00
Total (A)		**563767019**	**449355828**	**79.71**	**449355628**	**200**	**100.00**	0.00

** No. of abstained votes: 149087 not included in above.*

The Resolution No. 1 was passed with requisite majority.

Resolution 2:

Declaration of Dividend for the financial year ended 2016 – 17.

- **Resolution required:** Ordinary
- **Whether promoter/promoter group are interested in the agenda/resolution:** No

Promoter/ Public	Mode of Voting	No. of Shares held (1)	No. of votes polled	% of Votes polled on	No. of Votes-in favour	No. of votes-against	% of Votes in	% of Votes agains

			(2)	outstanding Shares (3)=[(2)/(1)] *100	(4)	(5)	favour on votes polled (6)= [(4)/(2)] * 100	t on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	212305270	212305270	100.00	212305270	0	100.00	0.00
	Poll		-	-	0	0	-	0.00
	Total		212305270	100.00	212305270	0	100.00	0.00
Public-Institutional holders	E-voting	265697461	191989699	72.26	191989699	0	100.00	0.00
	Poll		24850000	9.35	24850000	0	100.00	0.00
	Total		216839699	81.61	216839699	0	100.00	0.00
Public-Non-Institutional	E-voting	85764288	19966913*	23.28	19966913	0	100.00	0.00
	Poll		393033	0.07	393033	0	100.00	0.00
	Total		20359946	23.74	20359946	0	100.00	0.00
Total (A)		**563767019**	**449504915**	**79.73**	**449504915**	**0**	**100.00**	**0.00**

* *No. of abstained votes: Nil*

The Resolution No. 2 was passed with requisite majority.

Resolution 3:

Re-appointment of Shri M M Srivastava, IAS (Retd.) [DIN: 02190050], who is liable to retire by rotation.

- **Resolution required:** Ordinary
- **Whether promoter/promoter group are interested in the agenda/resolution:** Shri M M Srivastava, IAS (Retd.) is nominated as Director and Chairman on the Board of GSPL by GSPC, which is Promoter of GSPL and to that extent GSPC is interested in the said Resolution.

Promoter/ Public	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of votes-against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] * 100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	212305270	212305270	100.00	212305270	0	100.00	0.00
	Poll		-	-	0	0	-	0.00

	Total		212305270	100.00	212305270	0	100.00	0.00
Public-Institutional holders	E-voting	265697461	191989699	72.26	187778421	4211278	97.81	2.19
	Poll		24850000	9.35	24850000	0	100.00	0.00
	Total		216839699	81.61	212628421	4211278	98.06	1.94
Public-Non-Institutional	E-voting	85764288	19817676*	23.11	19817321	355	100.00	0.00
	Poll		393033	0.07	393033	0	100.00	0.00
	Total		20210709	23.57	20210354	355	100.00	0.00
Total (A)		**563767019**	**449355678**	**79.71**	**445144045**	**4211633**	**99.06**	**0.94**

** No. of abstained votes: 149237 not included in above.*

The Resolution No. 3 was passed with requisite majority.

Resolution 4:

Fixing remuneration of Statutory Auditors of the Company for the Financial Year 2017 - 18 in terms of the provisions of Section 142 of the Companies Act, 2013.

- **Resolution required:** Ordinary
- **Whether promoter/promoter group are interested in the agenda/resolution:** No

Promoter/ Public	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of votes-against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] * 100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	212305270	212305270	100.00	212305270	0	100.00	0.00
	Poll		-	-	0	0	-	0.00
	Total		212305270	100.00	212305270	0	100.00	0.00
Public-Institutional holders	E-voting	265697461	191989699	72.26	190738612	1251087	99.35	0.65
	Poll		24850000	9.35	24850000	0	100.00	0.00
	Total		216839699	81.61	215588612	1251087	99.42	0.57
Public-Non-Institutional	E-voting	85764288	19817676*	23.11	19817476	200	100.00	0.00
	Poll		393033	0.46	393033	0	100.00	0.00
	Total		20210709	23.57	20210509	200	100.00	0.00
Total (A)		**563767019**	**449355678**	**79.71**	**448104391**	**1251287**	**99.72**	**0.27**

** No. of abstained votes: 149237 not included in above.*

The Resolution No. 4 was passed with requisite majority.

Resolution 5:

Appointment of Shri Anil Mukim, IAS [DIN: 02842064] as a Director of the Company, liable to retire by rotation.

- **Resolution required:** Ordinary
- **Whether promoter/promoter group are interested in the agenda/resolution:** Shri Anil Mukim, IAS is nominated as Director on the Board of GSPL by GSPC, which is Promoter of GSPL and to that extent GSPC is interested in the said Resolution.

Promoter/ Public	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of votes-against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] * 100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	212305270	212305270	100.00	212305270	0	100.00	0.00
	Poll		-	-	0	0	-	0.00
	Total		212305270	100.00	212305270	0	100.00	0.00
Public-Institutional holders	E-voting	265697461	191989699	72.26	184006643	7983056	95.84	4.15
	Poll		24850000	9.35	24850000	0	100.00	0.00
	Total		216839699	81.61	208856643	7983056	96.32	3.68
Public-Non-Institutional	E-voting	85764288	19817676*	23.11	19817321	355	100.00	0.00
	Poll		393033	0.46	393033	0	100.00	0.00
	Total		20210709	23.57	20210354	355	100.00	0.00
Total (A)		**563767019**	**449355678**	**79.71**	**441372267**	**7983411**	**98.22**	**1.77**

** No. of abstained votes: 149237 not included in above.*

The Resolution No. 5 was passed with requisite majority.

Resolution 6:

Appointment of Shri Bimal N Patel [DIN: 03006605] as an Independent Director of the Company w.e.f 29th December, 2016.

- **Resolution required:** Ordinary
- **Whether promoter/promoter group are interested in the agenda/resolution:** No

Promoter/ Public	Mode of Voting	No. of Shares held (1)	No. of votes polled	% of Votes polled on	No. of Votes-in favour	No. of votes-against	% of Votes in	% of Votes agains

			(2)	outstanding Shares (3)=[(2)/(1)] *100	(4)	(5)	favour on votes polled (6)= [(4)/(2)] * 100	t on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	212305270	212305270	100.00	212305270	0	100.00	0.00
	Poll		-	-	0	0	-	0.00
	Total		212305270	100.00	212305270	0	100.00	0.00
Public-Institutional holders	E-voting	265697461	190340577	71.64	190340577	0	100.00	0.00
	Poll		24850000	9.35	24850000	0	100.00	0.00
	Total		215190577	81.61	215190577	0	100.00	0.00
Public-Non-Institutional	E-voting	85764288	19817676*	23.11	19817221	455	100.00	0.00
	Poll		393033	0.46	393033	0	100.00	0.00
	Total		20210709	23.57	20210254	455	100.00	0.00
Total (A)		**563767019**	**447706556**	**79.41**	**447706101**	**455**	**100.00**	**0.00**

** No. of abstained votes: 1798359 not included in above.*

The Resolution No. 6 was passed with requisite majority.

Resolution 7:

Ratifying the remuneration payable to M/s N D Birla & Co., Cost Auditors of the Company for the Financial Year ending 31st March, 2018.

- **Resolution required:** Ordinary
- **Whether promoter/promoter group are interested in the agenda/resolution:** No
-

Promoter/ Public	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of votes-against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)] * 100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	212305270	212305270	100.00	212305270	0	100.00	0.00
	Poll		-	-	0	0	-	0.00
	Total		212305270	100.00	212305270	0	100.00	0.00
Public-	E-voting	265697461	191989699	72.26	191989699	0	100.00	0.00

Institutional holders	Poll		24850000	9.35	24850000	0	100.00	0.00
	Total		216839699	81.61	216839699	0	100.00	0.00
Public-Non-Institutional	E-voting	85764288	19817676*	23.11	19817321	355	100.00	0.00
	Poll		393033	0.46	393033	0	100.00	0.00
	Total		20210709	23.57	20210354	355	100.00	0.00
Total (A)		**563767019**	**449355678**	**79.71**	**449355323**	**355**	**100.00**	**0.00**

** No. of abstained votes: 149237 not included in above.*

The Resolution No. 7 was passed with requisite majority.

This is for your record and reference.

Kindly acknowledge the same.

Thanking you,

Yours faithfully,

For Gujarat State Petronet Limited,

Reena Desai
Company Secretary

KIRAN KUMAR PATEL B.Com, FCS

K. K. PATEL & ASSOCIATES
Company Secretaries

Plot No. 305, 2nd Floor, Padmavati Appartment, Nr. GH-6 Circle, Sector-29, Gandhinagar - 382 029. Ph. 079-23243088 Mob. 98250 23204 Email : cs_kiranpatel@yahoo.co.in

ANNEX - I

Scrutinizer's Report

To
The Chairman,
Gujarat State Petronet Limited
GSPC Bhavan, Behind Udyog Bhavan,
Sector-11, Gandhinagar

SUB: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to provision of Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and poll by physical ballot paper at the Annual General Meeting of the Gujarat State Petronet Limited pursuant to Section 109 of the Act read with rule 21(2) of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

1. I, Kiran Kumar Patel, Proprietor of M/s K K Patel & Associates, Practising Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Gujarat State Petronet Limited ("the Company") for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and votes casted through physical Ballot Papers under the provision of Section 109 of the Companies Act, 2013 ("the Act") read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice to the 19th Annual General Meeting of the Shareholders of the Company, held on 28th day of September, 2017 at Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector – 11, Gandhinagar – 382010.

   The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting by physical ballot papers to the Members at the Annual General Meeting who did not cast their vote through remote e-voting facility.

   The Shareholders of the Company holding Shares as on the "cut-off" date i.e. 21st September, 2017 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

   The voting period for remote e-voting commenced on Monday, 25th September, 2017 at 09.00 a.m. (IST) and ended on Wednesday, 27th September, 2017 at 05.00 p.m. (IST) and the CDSL remote e-voting portal was blocked thereafter.

   After conclusion of voting at the Annual General Meeting through Ballot Papers, the votes cast at the Meeting were counted and thereafter the votes cast through remote e-voting were unblocked in the presence of two witnesses who were not in the employment of the Company.

   I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting portal and the physical ballot paper voting.

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2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and applicable Rules of the Companies (Management and Administration) Rules, 2014 as amended relating to e-voting and poll on the Resolutions contained in Notice of 19th Annual General Meeting of Members of the Company. My responsibility as Scrutinizer for remote e-voting process and for poll at the AGM is restricted to make the Scrutinizer's Report for verifying the validity of votes casted through remote e-voting/Ballot Papers at AGM and to ascertain the votes cast "in Favour" and "Against" the Resolutions stated above.

3. I have issued the separate scrutinizer report dated 28th September, 2017 on remote e-voting and on the poll through Ballot Papers at the Annual General Meeting respectively on the Resolutions contained in the Notice to the Annual General Meeting.

   Please note that all the Ordinary Resolutions as contained in the Notice convening the 19th Annual General Meeting have been passed with requisite majority. Further, we have considered the abstained votes under the category of invalid votes.

   I now submit my consolidated Report as under on the Results of the remote e-voting and voting through physical ballot papers at the Annual General Meeting in respect of the said Resolutions.

I **Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements *(Standalone & Consolidated)* of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	274	424112595	100
Physical voting	48	25243033	100
TOTAL	**322**	**449355628**	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	1	200	0
Physical voting	0	0	0
TOTAL	**1**	**200**	

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FCS. 6384

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	2	149087
Physical voting	0	0
TOTAL	**2**	**149087**

II Resolution No. 2: Ordinary Resolution

To declare dividend on Equity Shares.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	277	424261882	100
Physical voting	48	25243033	100
TOTAL	**325**	**449504915**	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	**0**	**0**	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	0	0
TOTAL	0	0

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FCS. 6384

III Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Shri M M Srivastava, IAS (Retd.) [DIN: 02190050], who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	258	419901012	99.01
Physical voting	48	25243033	100
TOTAL	**306**	**445144045**	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	15	4211633	0.99
Physical voting	0	0	0
TOTAL	**15**	**4211633**	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	4	149237
Physical voting	0	0
TOTAL	**4**	**149237**

IV Resolution No. 4: Ordinary Resolution

To fix remuneration of Statutory Auditors of the Company in terms of the provisions of Section 142 of the Companies Act, 2013.

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(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	264	422861358	99.70
Physical voting	48	25243033	100
TOTAL	**312**	**448104391**	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	9	1251287	0.30
Physical voting	0	0	0
TOTAL	**9**	**1251287**	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	4	149237
Physical voting	0	0
TOTAL	**4**	**149237**

V Resolution No. 5: Ordinary Resolution

To regularize appointment of Shri Anil Mukim, IAS [DIN:02842064] as a Director of the Company, liable to retire by rotation.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast

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Remote e-voting	251	416129234	98.12
Physical voting	48	25243033	100
TOTAL	**299**	**441372267**	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	22	7983411	1.88
Physical voting	0	0	0
TOTAL	**22**	**7983411**	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	4	149237
Physical voting	0	0
TOTAL	**4**	**149237**

VI Resolution No. 6: Ordinary Resolution

To approve appointment of Shri Bimal N Patel [DIN: 03006605] as an Independent Director of the Company w.e.f. 29th December, 2016..

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	266	422463068	100
Physical voting	48	25243033	100

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TOTAL	**314**	**447706101**	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	3	455	0
Physical voting	0	0	0
TOTAL	**3**	**455**	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	8	1798359
Physical voting	0	0
TOTAL	**8**	**1798359**

VII Resolution No. 7: Ordinary Resolution

To ratify the remuneration payable to M/s N D Birla & Co., Cost Auditors of the Company for the Financial Year ending 31st March, 2018.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	271	424112290	100
Physical voting	48	25243033	100
TOTAL	**319**	**449355323**	

(ii) Voted against the Resolution:

Mode of voting	Number of Members	Number of votes	% of the total

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	voted though remote e-voting system and physical mode	cast against the resolution	number of valid votes cast
Remote e-voting	2	355	0
Physical voting	0	0	0
TOTAL	**2**	**355**	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	4	149237
Physical voting	0	0
TOTAL	**4**	**149237**

Thanking you,

Yours faithfully,

Date: 28th September, 2017
Place: Gandhinagar

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Kiran Kumar Patel
Scrutinizer
M/s K. K. Patel & Associates,
Practicing Company Secretaries
FCS: 6384 CP: 6352

Countersigned by:
For Gujarat State Petronet Limited,

Shri M M Srivastava, IAS (Retd.)
Chairman

Date: 29th September, 2017