



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
GAIL BHAWAN,
16 BHIKAJI CAMA PLACE
NEW DELHI-110066, INDIA
फोन/PHONE: +91 11 26182955
फैक्स/FAX: +91 11 26185941
ई-मेल/E-mail: info@gail.co.in

ND/GAIL/SECTT/2019

2nd July, 2019

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

Listing Department
BSE Limited
Floor 1, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

Sub: Regulation 44 of SEBI LODR Regulations, 2015 - Voting Results - Passing of Resolution(s) by Postal Ballot for issuance of bonus shares

Dear Sir,

This is in continuation to our letter of even no. dated 31.05.2019 on the above subject.


The Company appointed Shri Sachin Agarwal, Practicing Company Secretary, New Delhi as Scrutinizer for conducting the Postal Ballot for issuance of bonus shares, who has submitted his consolidated result of remote e-voting and voting by Postal Ballot Form to the Company.

The mode of voting was by way of remote e-voting and Postal Ballot Form. Remote e-voting facility was made available to shareholders from **Sunday, 02nd June, 2019 at 9:00 A.M. (IST) and ends on Monday, 1st July, 2019 at 5:00 P.M. (IST)**. Last Date for receipt of Postal Ballot Form by the Scrutinizer was **Monday, 1st July, 2019**.

The results of Postal Ballot were announced on 02.07.2019. Based on consolidated result of remote e-voting and voting by Postal Ballot Form, all the item(s) of business enlisted in Postal Ballot notice were approved by the shareholders with requisite majority. Postal Ballot results in specified format is attached at **Annexure-A** and Scrutinizer report on consolidated voting results is also attached at **Annexure-B**.

This is in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You
Yours faithfully


(A.K. Jha)

Company Secretary

Encl.: As above



Copy to:

1 Deutsche Bank AG, Filiale Mumbai
TSS & Global Equity Services
The Capital, 14th Floor
C-70, G Block, Bandra Kurla Complex
Mumbai -400051

K/A- Ms. Aparna Salunke

2 London Stock Exchange,
Regulatory News Service Department (RNS)
10, Paternoster Square,
London EC4M7LS

AVS No.- 021913

3 Central Depository Services (India) Limited
17th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

4 National Securities Depository Limited
Trade World, A wing, 4th & 5th Floors
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai – 400013

5 MCS STA Limited, R&TA-
New Delhi

NOO:

1. Director (Finance)
2. C&MD

} For information please.



Agenda- wise disclosure
Resolution No. 1

Resolution Required : Ordinary				Issuance of Bonus Shares				
Whether promoter / promoter group are interested in the agenda / resolution ?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot (E-Voting)	1,177,029,046	1,177,029,046	100.000	1,177,029,046	0	100.000	0.000
	Postal Ballot (Physical)		0	0.000	0	0	0.000	0.000
	Total		1,177,029,046	1,177,029,046	100.000	1,177,029,046	0	100.000
Public – Institutional holders	Postal Ballot (E-Voting)	798,168,189	634,026,927	79.435	581,989,180	52,037,747	91.793	8.207
	Postal Ballot (Physical)		0	0.000	0	0	0.000	0.000
	Total		798,168,189	634,026,927	79.435	581,989,180	52,037,747	100.000
Public-Others	Postal Ballot (E-Voting)	279,873,698	186,802,439	66.745	186,802,334	105	100.000	0.000
	Postal Ballot (Physical)		68,687	0.025	68,517	170	99.753	0.247
	Total		279,873,698	186,871,126	66.770	186,870,851	275	100.000
Total		2,255,070,933	1,997,927,099	88.597	1,945,889,077	52,038,022	97.395	2.605





AGARWAL S. & ASSOCIATES
Company Secretaries

D-427, 2nd Floor, Palam Extn., Ramphal Chowk,
Sector 7, Dwarka, New Delhi-110075
Email Id: sachinag1981@gmail.com
Phone: 011-45052182; Mobile: 9811549887

SCRUTINIZER'S REPORT

[POSTAL BALLOT]

[Pursuant to Section 110 of the Companies Act, 2013 read with
The Companies (Management and Administration) Rules, 2014]

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

Reg.: Physical Postal Ballot and E-voting Results regarding Issue of Bonus Shares by way of
Capitalisation of Reserves

Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd Floor, Palam Extn., Ramphal Chowk, Sector-7, Dwarka, New Delhi-110075 had been appointed as the Scrutinizer by the Board of Directors of GAIL (India) Limited (the Company) having its registered office at 16, Bhikaiji Cama Place, R.K. Puram, New Delhi- 110066 vide resolution dated 27th May, 2019 pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of Companies Act 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, to conduct the Postal Ballot process in respect of the following resolution mentioned in the Postal Ballot Notice dated 30th May, 2019:

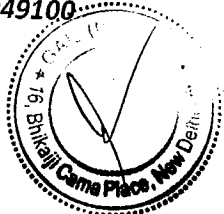
Resolution Number	Type of Resolution	For
1.	Ordinary Resolution	Issue of Bonus Shares by way of Capitalisation of Reserves

We submit our report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) The Companies Act, 2013 and Rules made thereunder; and (ii) the Listing Agreement with the Stock Exchanges read with SEBI LODR Regulations, 2015, relating to postal ballot voting including voting by electronic means. Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes casted by the members on the resolutions contained in the above mentioned Notice, based on the reports generated from Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the

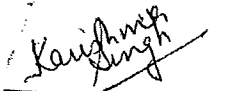
ICSI Unique Code : P2003DE049100


MSME Udyog Aadhaar Number: DL10E0008584



Company to provide remote e-voting facility for e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.

2. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply on Friday, 31st May, 2019 to its Members whose name(s) appears in the Register of Members / List of beneficial owners received from NSDL/CDSL as on Friday, 24th May, 2019.
3. The Members of the Company had an option to vote either through the physical postal ballot form or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website www.evotingindia.com via CDSL.
4. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in Hindustan Times, Amar Ujala, and Mint (English & Hindi newspaper) on Saturday, 1st June, 2019, informing about the completion of dispatch/electronic transmission of postal ballot notices, to the Members along with other related matters mentioned therein.
5. As per information received from the Registrar & Transfer Agent of the Company, there were 351 & 3326 business reply letters & emails respectively returned undelivered.
6. The e-voting period commenced on Sunday, 02nd June 2019 at 09:00 A.M. (IST) and ended on Monday, 01st July, 2019 at 05:00 P.M. All physical postal ballot forms and e-votes received up to 05:00 P.M. (IST) on Monday, 01st July, 2019, the last date and time fixed by the Company for receipt of the forms/e-votes were considered and none of the business reply letters containing postal ballot forms/e-votes received after 05:00 P.M. (IST) on Monday, 01st July, 2019 were considered for the purpose of this Report.
7. We did not find any defaced or mutilated ballot papers, as received, from the Registrar & Transfer Agent of the Company.
8. The voting pattern was unblocked by us on Monday, 01st July, 2019 in the presence of Ms. Karishma Singh and Ms. Anuradha Jain, who are not in employment of the Company.
9. There were only 1562 (One Thousand Five Hundred Sixty Two) members who have voted through remote e-voting as well as physical postal ballots.
10. The physical ballot forms received and votes cast through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on Friday, 24th May, 2019.
11. The votes cast through physical ballot forms received and e-voting were scrutinized by me for verification of votes cast in favour and against the resolution.


Ms. Karishma Singh


Ms. Anuradha Jain



12. The total paid up Equity Share Capital of the Company as on Friday, 24th May, 2019 was Rs. 22,55,07,09,330/- (Rupees Two Thousand Two Hundred Fifty Five Crores Seven Lacs Nine Thousand Three Hundred Thirty Only) divided into 2,25,50,70,933 (Two Hundred Twenty Five Crores Fifty Lacs Seventy Thousand Nine Hundred Thirty Three) nos. of equity shares of Rs. 10/- (Rupees Ten Only) each.

13. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.

14. The details of voting are as under:

a) VOTING THROUGH ELECTRONIC MODE:

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital
a) Total votes received	1251	2003975301	20039753010	88.865
b1) Less: Invalid votes	0	0	0	0.000
b2) Less : Partially Votes*	-	6116889	61168890	0.271
c) Net Valid votes casted (a- b1-b2)	1251	1997858412	19978584120	88.594
d) Votes with assent for the Resolution [#]	1180	1945820560	19458205600	86.286
e) Votes with dissent for the Resolution [#]	72	52037852	520378520	2.308

* There were 13 members who have voted partially.

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

b) VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital
a) Total votes received	311	68687	686870	0.003
b1) Less: Invalid votes	0	0	0	0.000
b2) Less : Partially votes	0	0	0	0.000
c) Net Valid votes casted (a- b1-b2)	311	68687	686870	0.003
d) Votes with assent for the Resolution	310	68517	685170	0.003
e) Votes with dissent for the Resolution	1	170	1700	0.000



15. The consolidated summary of valid votes (voting through physical postal ballot and e-voting) is given below:

RESOLUTION NO. 1:- ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital	% of assent/ dissent of total valid votes polled
Total Valid Votes	1562	1997927099	19979270990	88.597	
Votes with assent for the Resolution*#	1490	1945889077	19458890770	86.289	97.395
Votes with dissent for the Resolution*#	73	52038022	520380220	2.308	2.605

* There were 13 members who have voted partially.

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

16. Accordingly, the ordinary resolution as set out in the postal ballot notice has been approved by the shareholders of the Company with requisite majority, as per results stated above. You may accordingly, declare the result of the voting by Postal Ballot.

Yours Faithfully,

For Agarwal S. & Associates,
Company Secretaries,

CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910



A. K. JHA
Company Secretary
GAIL (India) Limited
16, Bhikaiji Cama Place
New Delhi - 110 066



Date: 02.07.2019
Place: New Delhi

अध्यक्ष एवं प्रबंध निदेशक
Chairman & Managing Director
गेल (इंडिया) लिमिटेड/GAIL (India) Ltd.
16, भिकाएजी कामा प्लेस
16, Bhikaiji Cama Place
नई दिल्ली-110066/New Delhi-110066