



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/2022

14.11.2022

1. Listing Compliance National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051 Symbol: - GAIL	2. Listing Compliance BSE Limited Floor 1, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: - 532155
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**Sub.: Regulation 44 of SEBI LODR Regulations, 2015 – Declaration of Voting Results -
Passing of Resolution(s) by Postal Ballot along with Scrutinizer's Report**

Dear Sir/Madam,

This is in continuation to our letter of even no. dated 12.10.2022.

The Company appointed Shri Sachin Agarwal, Practicing Company Secretary, New Delhi as the Scrutinizer to scrutinize the Postal Ballot through remote e-voting in a fair and transparent manner. The Scrutinizer has submitted the result of remote e-voting to the Company.

The mode of voting was by way of remote e-voting. The remote e-voting period commenced on **Friday, 14th October, 2022 (09:00 a.m.) (IST) and ended on Saturday, 12th November, 2022 (5.00 p.m.) (IST).**

The results of Postal Ballot were announced on **Monday, November 14, 2022**. Based on the result of remote e-voting, all the item(s) of business enlisted in Postal Ballot Notice were approved by the shareholders with requisite majority.

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

Thanking You
Yours faithfully

(Mahesh Kumar Agarwal)
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.- 165709
- 3 Central Depository Services (India) Limited
17th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001
- 4 Shri Sachin Agarwal
Agarwal S. & Associates, Company Secretaries
D-427, 2nd Floor, Ramphal Chowk,
Palam Extn, Sector 7, Dwarka, New Delhi-110075
- 5 MCS STA Limited, R&TA-
New Delhi
K/A –Shri Ajay Dalal



AGARWAL S. & ASSOCIATES
Company Secretaries

D-427, 2nd Floor, Palam Extn., Ramphal Chowk,
Sector 7, Dwarka, New Delhi-110075
Email Id: asacs2022@gmail.com
Phone: 011-45052182

Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

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

Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolution set-out in the notice dated 06th October, 2022 through Postal Ballot.

Dear Sir,

I, Sachin Agarwal, Company Secretary in practice and Partner, M/s Agarwal S. & Associates, Practicing Company Secretaries, Delhi (C.P. No. 5910) have been appointed as Scrutinizer by the Board of Directors of GAIL (India) Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the resolution(s) contained in the postal ballot notice dated 06th October, 2022 ("Notice") issued in accordance with the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), Secretarial Standard on General Meetings (SS-2) to the extent applicable read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and Circular No. 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations that the Ordinary Resolution(s) set out in the Postal Ballot Notice

dated 06.10.2022 are proposed to be passed by Shareholders/Members through Postal Ballot by voting through electronic means (remote e-voting).

1. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

2. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Central Depository Services (India) Limited (CDSL), the Depository Participant of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 5 p.m. on 12th November, 2022.

4. Cut -off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. **Friday, 7th October, 2022** were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

5. Remote e-voting process

i. The remote e-voting period remained open from **Friday, 14th October, 2022 (9:00 a.m.) (IST)** to **Saturday, 12th November, 2022 (5:00 p.m.) (IST)**.

- ii. The votes cast during the remote e-voting were unblocked on **Saturday, 12th November, 2022** after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mr. Shailendra Singh and Ms. Garima, who are not in the employment of the Company and / or Central Depository Services (India) Limited (CDSL). They have signed below in confirmation of the same

Shailendra Singh
Digitally signed by Shailendra Singh
Date: 2022.11.14 12:07:25 +05'30'

(Witness 1)

GARIMA GROVER
Digitally signed by GARIMA GROVER
Date: 2022.11.14 12:07:50 +05'30'

(Witness 2)

- iii. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the remote e-voting website <https://www.evotingindia.com/>. Based on the report generated and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by Central Depository Services (India) Limited, scrutinized on test-check basis, and relied upon by me as under:

- i. **Ordinary Resolution** - Appointment of Shri Ayush Gupta as Director (HR) of Gail (India) Limited

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
4347*	5860327889	4077	5801910314	99.00	272	58417575	1.00

* Two Shareholders holding 9634497 nos. of Shares voted 7652211 shares in favour and voted 1982286 shares for against.

- ii. **Ordinary Resolution** - Appointment of Shri Sandeep Kumar Gupta as Chairman and Managing Director of Gail (India) Limited

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
4343*	5861733800	3982	5687130894	97.02	367	174602906	2.98

* Six Shareholders holding 27174023 Shares voted 12021432 shares in favour, 11845709 shares for against and not voted for 3306882 Shares.

Notes:

- i. Aforesaid resolutions contained in the Notice are passed with requisite majority by the Members of the Company.
- ii. The figures in percentage have been rounded off to 2 decimal points.

7. The electronic data and all other relevant records relating to remote e-voting were handed over to Mr. Mahesh Kumar Agarwal, Company Secretary.

Thanking you,

For Agarwal S. & Associates

Company Secretaries

(Firm's Registration No. P2003DE049100)

**SACHIN
AGARWAL**

Digitally signed by
SACHIN AGARWAL
Date: 2022.11.14
12:09:40 +05'30'

Sachin Agarwal

Partner

PCS-5910, FCS 5774

Peer Review Certificate No. 2725/2022

Date: 14-11-2022

Place: New Delhi

UDIN: F005774D001691062

Resolution No. 1
Ordinary Resolution
Appointment of Shri Ayush Gupta as Director (HR) of GAIL (India) Limited

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in 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	E-Voting	3387580047	3387580047	100.0000	3387580047	0	100.0000	0.0000
	Poll			0.0000		0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000
	Total			3387580047		3387580047	100.0000	3387580047
Public- Institutions	E-Voting	2204580153	1954785305	88.6693	1896483286	58302019	97.0175	2.9825
	Poll			0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)			0	0	0	0.0000	0.0000
	Total			2204580153	1954785305	88.6693	1896483286	58302019
Public- Non Institutions	E-Voting	982939443	517962537	52.6953	517846981	115556	99.9777	0.0223
	Poll			0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)			0	0	0	0.0000	0.0000
	Total			982939443	517962537	52.6953	517846981	115556
Total		6575099643	5860327889	241.3645	5801910314	58417575	99.0032	0.9968



**Resolution No. 2
Ordinary Resolution**

Appointment of Shri Sandeep Kumar Gupta as Chairman and Managing Director of GAIL (India) Limited

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in 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	E-Voting			100.0000		0	100.0000	0.0000
	Poll	3387580047	3387580047	0.0000	3387580047	0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000
	Total	3387580047	3387580047	100.0000	3387580047	0	100.0000	0.0000
Public- Institutions	E-Voting		1956191426	88.7331	1781716528	174474898	91.0809	8.9191
	Poll	2204580153	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2204580153	1956191426	88.7331	1781716528	174474898	91.0809	8.9191
Public- Non Institutions	E-Voting		517962327	52.6952	517834319	128008	99.9753	0.0247
	Poll	982939443	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	982939443	517962327	52.6952	517834319	128008	99.9753	0.0247
Total		6575099643	5861733800	89.1505	5687130894	174602906	97.0213	2.9787

