



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
Qksu@PHONE: +91 11 26182955
फैक्स/FAX: +91 11 26185941
ई-मेल/E-mail: info@gail.co.in

ND/GAIL/SECTT/2016

September 23, 2016

Listing Department
Bombay Stock Exchange Limited
Floor 1, PhirozeJeejeebhoy Towers
Dalal Street
Mumbai – 400001

Sub: Voting Results of 32nd AGM held on 23.09.2016- 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

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

AGARWAL S. & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015)

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

Reg.: 32nd Annual General Meeting of the members of GAIL (India) Limited held on Friday, 23rd Day of September, 2016 at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010.

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and poll process conducted pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 ("the Act") read with Rule 20 (4)(xii) of Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015.

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 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 12.08.2016, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 read with Rule 20 & 21 of Companies (Management & Administration) Amendment Rules, 2015 to conduct the remote e- voting process and to scrutinize physical poll process by the Shareholders in respect of the below mentioned resolution passed at 32nd Annual General Meeting AGM of the Company held on 23rd Day of September, 2016.

The notice dated 12th August, 2016 convening AGM of the Company was sent to the Shareholders.

The Company has provided the voting through electronics means (remote e- voting) facility offered by Central Depository Services (India) Limited, for conducting remote e- voting by the shareholders of the Company. The shareholders of the Company holding shares as on



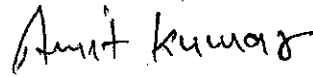
the "Cut - Off" date i.e. 16th September, 2016 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 11 in the notice convening of 32nd AGM of the Company.

The voting period for remote e- Voting commenced on Tuesday, 20th September 2016 at 09.00 am and ended on Thursday, 22nd September 2016 at 5.00 pm and the remote e-Voting platform was blocked thereafter. After the closure of the voting at Annual General Meeting held on 23.09.2016, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by us on Friday, 23rd Day of September, 2016 in the presence of Mr. Deepak Sharma and Mr. Amit Kumar, who are not in employment of the company.



Mr. Deepak Sharma



Mr. Amit Kumar

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the M/s Central Depository Services (India) Limited remote voting platform and the ballot papers received respectively.

Based on the result made available to us, 535 members have cast their vote on the e-voting platform and 3 members have casted their vote physically through poll papers. I hereby annex the Consolidated Voting results pursuant to Rule (20)(4)(xii) of (Companies Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records of remote e-voting and ballots will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 32nd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

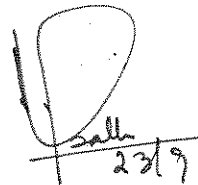
Yours Faithfully,

For Agarwal S. & Associates,
Company Secretaries,



(Sachin Agarwal)
Partner
FCS: 5774
COP: 5910




23/9

B.C. TRIPATHI
Chairman & Managing Director
GAIL (India) Limited
16, Bhikaji Cama Place
New Delhi-110 066

Date: 23.09.2016
Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES


Consolidated Results

Item No.	1
Subject Matter of resolution	Adoption of audited Financial Statements and audited consolidated financial statements of the Company for the year ended 31st March, 2016 and Report of the Board of Directors and Auditors.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	529	1133531068	3	302	532	1133531370	100.00
Dissent	5	274	0	0	5	274	0.00
Abstain	1	0	0	0	1	0	
Total	535	1133531342	3	302	538	1133531644	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 1 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries


CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774



Date: 23.09.2016
Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Consolidated Results

Item No.	2
Subject	
Matter of resolution	Approval of Final Dividend for the financial year ended 31st March, 2016 and to confirm the payment of Interim Dividend already paid in February, 2016.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	531	1133987013	3	302	534	1133987315	100.00
Dissent	4	244	0	0	4	244	0.00
Abstain	0	0	0	0	0	0	
Total	535	1133987257	3	302	538	1133987559	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 2 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
 Company Secretaries




CS Sachin Agarwal
 Partner
 C.P. No. 5910
 FCS No. 5774

Date: 23.09.2016
 Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Consolidated Results

Item No.	3
Subject Matter of resolution	Appoint a Director in place of Shri Subir Purkayastha, who retires by rotation, and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	304	1040792727	3	302	307	1040793029	91.78
Dissent	230	93176471	0	0	230	93176471	8.22
Abstain	4	0	0	0	4	0	
Total	538	1133969198	3	302	541	1133969500	100.00

(There were 3 Members who have e-voted partly in Favour of the Resolution and partly Against the Resolution)

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 3 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries




CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 23.09.2016
Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Consolidated Results

Item No.	4
Subject Matter of resolution	Appoint a Director in place of Shri Ashutosh Jindal, who retires by rotation, and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	299	1022593978	3	302	302	1022594280	90.18
Dissent	235	111375220	0	0	235	111375220	9.82
Abstain	4	0	0	0	4	0	
Total	538	1133969198	3	302	541	1133969500	100.00

(There were 3 Members who have e-voted partly in Favour of the Resolution and partly Against the Resolution)

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 4 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774



Date: 23.09.2016
Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Consolidated Results

Item No.	5
Subject Matter of resolution	Authorization to the Board of Directors to fix the remuneration of the Joint Statutory Auditors.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	526	1133867806	3	302	529	1133868108	99.99
Dissent	8	119446	0	0	8	119446	0.01
Abstain	1	0	0	0	1	0	
Total	535	1133987252	3	302	538	1133987554	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 5 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
 Company Secretaries

Sachin Agarwal

CS Sachin Agarwal
 Partner
 C.P. No. 5910
 FCS No. 5774



Date: 23.09.2016
 Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Consolidated Results

Item No.	6
Subject Matter of resolution	Approval for appointment of Shri Sanjay Kumar Srivastava as Independent Director, not liable to retire by rotation.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	518	1133069462	3	302	521	1133069764	99.92
Dissent	12	899636	0	0	12	899636	0.08
Abstain	5	0	0	0	5	0	
Total	535	1133969098	3	302	538	1133969400	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 6 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries

S. Agarwal



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 23.09.2016
Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Consolidated Results

Item No.	7
Subject Matter of resolution	Approval for appointment of Shri Anupam Kulshrestha as Independent Director, not liable to retire by rotation.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	519	1133069562	3	302	522	1133069864	99.92
Dissent	12	899636	0	0	12	899636	0.08
Abstain	4	0	0	0	4	0	
Total	535	1133969198	3	302	538	1133969500	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 7 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries

Sachin Agarwal



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 23.09.2016
Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Consolidated Results

Item No.	8
Subject Matter of resolution	Approval for appointment of Shri Sanjay Tandon as Independent Director, not liable to retire by rotation.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	502	1126364674	3	302	505	1126364976	99.33
Dissent	29	7604519	0	0	29	7604519	0.67
Abstain	5	0	0	0	5	0	
Total	536	1133969193	3	302	539	1133969495	100.00

(There was 1 Member who e-voted partly In Favour of the Resolution and partly Against the Resolution)

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 8 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries




CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 23.09.2016
Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Consolidated Results

Item No.	9
Subject	
Matter of resolution	Approval for ratification of remuneration of the Cost Auditors for FY 2015-16 and authorization to the Board of Directors to fix the remuneration for FY 2016-17.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	525	1133867801	3	302	528	1133868103	99.99
Dissent	8	119446	0	0	8	119446	0.01
Abstain	2	0	0	0	2	0	
Total	535	1133987247	3	302	538	1133987549	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 9 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
 Company Secretaries




CS Sachin Agarwal
 Partner
 C.P. No. 5910
 FCS No. 5774

Date: 23.09.2016
 Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Consolidated Results

Item No.	10
Subject Matter of resolution	Approval for Material Related Party Transactions with Petronet LNG Limited.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	525	1133986292	3	302	528	1133986594	100.00
Dissent	6	284	0	0	6	284	0.00
Abstain	4	0	0	0	4	0	
Total	535	1133986576	3	302	538	1133986878	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 10 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774



Date: 23.09.2016
Place: New Delhi

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Consolidated Results

Item No.	11
Subject Matter of resolution	Approval for Private Placement of Securities.
Type of Resolution	Special

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	519	1133986280	3	302	522	1133986582	100.00
Dissent	14	967	0	0	14	967	0.00
Abstain	2	0	0	0	2	0	
Total	535	1133987247	3	302	538	1133987549	100.00

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 11 of the Notice dated August 12, 2016 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries

Sachin Agarwal



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 23.09.2016
Place: New Delhi