



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

ND/GAIL/SECTT/2019

21.08.2019

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 35<sup>th</sup> AGM held on 20.08.2019- Consolidated Scrutinizer Report**

Dear Sir,

Please find attached scrutinizer's report on consolidated voting results of 35<sup>th</sup> AGM held on 20.08.2019.

This is in compliance of SEBI (Listing Requirements and Obligations) Regulations, 2015. The same is for your information and record.

Thanking You  
Yours faithfully

(A.K.Jha)  
Company Secretary

**Encl.:** As above



**CONSOLIDATED SCRUTINIZER'S REPORT**

(Pursuant to Section 108 of the Companies Act 2013 and  
Rule 20(3) 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.: 35<sup>th</sup> Annual General Meeting of the members of Gail (India) Limited held on Tuesday, 20<sup>th</sup> Day  
of August, 2019 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 and any other  
amendment from time to time.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2<sup>nd</sup>  
Floor, Ramphal Chowk, Palam Extn, 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<sup>th</sup> June,  
2019, 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 and any other amendment from time to  
time to conduct the remote e-voting process and to scrutinize physical poll process by the  
Shareholders in respect of the below mentioned resolutions passed at 35<sup>th</sup> Annual General Meeting  
of the Company held on Tuesday, 20<sup>th</sup> Day of August, 2019.

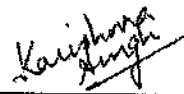
The notice dated 08<sup>th</sup> July, 2019 convening 35<sup>th</sup> Annual General Meeting of the Company was sent to  
the Shareholders.


The Company has provided the voting through electronics means (remote e- voting) facility offered  
by Central Depository Services (India) Limited (CDSL), 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. 13<sup>rd</sup> August, 2019 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 12 in the notice convening 35<sup>th</sup> Annual General Meeting of the Company.

The voting period for remote e- Voting commenced on Friday, 16<sup>th</sup> August, 2019 at 09.00 am and ended on Monday, 19<sup>th</sup> August, 2019 at 5.00 pm and the remote e-Voting platform was blocked thereafter. After the closure of the voting at 35<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> August, 2019, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by us on Tuesday, 20<sup>th</sup> Day of August, 2019 in the presence of Ms. Karishma Singh and Ms. Poonam, who are not in employment of the Company.

  
(Ms. Karishma Singh)

  
(Ms. Poonam)

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 & verified by RTA, respectively.

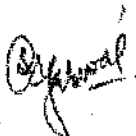
Based on the result made available to us, 968 members have cast their vote on the e-voting platform and 32 members have casted their vote physically through poll papers. I hereby annex the Consolidated Voting results pursuant to Rule (20) (4) (xii) of (Companies Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records of remote e-voting and ballots were handed over to the Chairman/Company Secretary for safe keeping.


Thanking You,

Yours Faithfully,


For Agarwal S. & Associates,  
Company Secretaries,

  
CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



  
21/08/19

Date: 21.08.2019  
Place: New Delhi

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

## Consolidated Results

<b>Item No.</b>	<b>1</b>
<b>Subject of resolution</b>	To receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the Financial year ended 31st March, 2019, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India.
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-votes		Voting at AGM			Total	Percentage %
	Number	Votes	Number	Votes	Votes		
Assent	937	3930707719	19	601	956	3930708320	100.00
Dissent	9	1038	8	454	0	1492	0.00
Abstain	0	0	0	0	0	0	0
<b>Total</b>	<b>946</b>	<b>3930708757</b>	<b>27</b>	<b>1055</b>	<b>956</b>	<b>3930709812</b>	<b>100.00</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 1 of the Notice dated July 08, 2019 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



*Sachin Agarwal*  
CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910

Date: 21.08.2019  
Place: New Delhi

## Consolidated Results

<b>Item No.</b>	<b>2</b>
<b>Subject Matter of resolution</b>	To declare final dividend @ 8.85 % (Rs. 0.885/- per equity share) on the paid-up equity share capital of the Company as on the date of declaration, for the Financial Year 2018-19 as recommended by the Board and to confirm the payment of interim dividend @ 62.50 % (Rs. 6.25/- per equity share) on the paid-up equity share capital of the Company already paid in the month of February, 2019.
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	954	3959618907	22	723	976	3959619630	100.00
Dissent	7	4685	5	332	12	5017	0.00
Abstain	0	0	0	0	0	0	0.00
<b>Total</b>	<b>961</b>	<b>3959623592</b>	<b>27</b>	<b>1055</b>	<b>988</b>	<b>3959624647</b>	<b>100.00</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 2 of the Notice dated July 08, 2019 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



*(Signature)*

CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910

Date: 21.08.2019  
Place: New Delhi

## Consolidated Results

Item No.	3
Subject	To appoint a Director in place of Shri P. K. Gupta, 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	919	3941947039	19	601	938	3941947640	99.55
Dissent	38	17676271	8	454	46	17676725	0.45
Abstain	0	0	0	0	0	0	
<b>Total</b>	<b>957</b>	<b>3959623310</b>	<b>27</b>	<b>1055</b>	<b>984</b>	<b>3959624365</b>	<b>100.00</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 3 of the Notice dated July 08, 2019 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



*(Signature)*

CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910

Date: 21.08.2019  
Place: New Delhi

## Consolidated Results

<b>Item No.</b>	4
<b>Subject Matter of resolution</b>	To appoint a Director in place of Shri Gajendra Singh, who retires by rotation, and being eligible, offers himself for re-appointment.
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	529	3405561025	19	601	548	3405561626	86.01
Dissent	430	554062285	8	454	438	554062739	13.99
Abstain	0	0	0	0	0	0	0
<b>Total</b>	<b>959</b>	<b>3959623310</b>	<b>27</b>	<b>1055</b>	<b>986</b>	<b>3959624365</b>	<b>100.00</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 4 of the Notice dated July 08, 2019 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



*(Signature)*

CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910

Date: 21.08.2019  
Place: New Delhi

## Consolidated Results

<b>Item No.</b>	5
<b>Subject Matter of resolution</b>	To authorize Board of Directors of the Company to fix remuneration of the Joint Statutory Auditor(s) of the Company in terms of the provisions of Section 142 of the Companies Act, 2013.
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-votes		Voting at AGM			Total	Percentage %
	Number	Votes	Number	Votes	Number		
Assent	927	3913593817	19	601	946	3913594418	98.84
Dissent	31	46029513	8	454	39	46029967	1.16
Abstain	0	0	0	0	0	0	0
<b>Total</b>	<b>958</b>	<b>3959623330</b>	<b>27</b>	<b>1055</b>	<b>985</b>	<b>3959624385</b>	<b>100.00</b>

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 5** of the Notice dated **July 08, 2019** has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



*Sachin Agarwal*

CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910

Date: 21.08.2019  
Place: New Delhi



## Consolidated Results

Item No.	6
Subject	To appoint Shri A. K. Tiwari (DIN-07654612) as Director (Finance) and Chief financial Officer (CFO) of the Company.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	919	3932127781	19	601	938	3932128382	99.31
Dissent	38	27494463	8	454	46	27494917	0.69
Abstain	0	0	0	0	0	0	0
<b>Total</b>	<b>957</b>	<b>395962244</b>	<b>27</b>	<b>1055</b>	<b>984</b>	<b>3959623299</b>	<b>100.00</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 6 of the Notice dated July 08, 2019 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



*(Signature)*

CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910

Date: 21.08.2019  
Place: New Delhi



## Consolidated Results

Item No.	8
Subject	Material Related Party Transactions with Petronet LNG Limited (PLL).
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM				Total	Percentage %
	Number	Votes	Number	Votes	Number	Votes		
Assent	943	3958749387	19	601	962	3958749988	100.00	
Dissent	8	1032	8	454	16	1486	0.00	
Abstain	0	0	0	0	0	0	0	
<b>Total</b>	<b>951</b>	<b>3958750419</b>	<b>27</b>	<b>1055</b>	<b>978</b>	<b>3958751474</b>	<b>100</b>	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the Item No. 8 of the Notice dated July 08, 2019 has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 21.08.2019  
Place: New Delhi

**Consolidated Results**

Item No.	9									
Subject	Amendment of the Articles of Association of the Company.									
Matter of resolution	Special									
Type of Resolution	Special									
Particulars	Remote e-votes			Voting at AGM			Total		Percentage %	
	Number	Votes	Number	Votes	Number	Votes	Number	Votes		
Assent	435	3351533977	21	721	456	3351534698			84.99	
Dissent	522	592071869	6	334	528	592072203			15.01	
Abstain	0	0	0	0	0	0				
Total	957	3943605846	27	1055	984	3943606901			100	

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 9 of the Notice dated July 08, 2019 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



*Sachin Agarwal*

CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910

Date: 21.08.2019  
Place: New Delhi

## Consolidated Results

<b>Item No.</b>	<b>10</b>
<b>Subject</b>	Re-Appointment of Shri Anupam Kulshreshtha (DIN- 07352288), Non-Official Part-Time (Independent) Director of the Company.
<b>Type of Resolution</b>	Special

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	925	3949368104	19	601	944	3949368705	99.74
<b>Dissent</b>	31	10255203	8	454	39	10255657	0.26
<b>Abstain</b>	0	0	0	0	0	0	0
<b>Total</b>	956	3959623307	27	1055	983	3959624362	100

Based on the aforesaid results, I report that the **Special Resolution** as contained in the **item No. 10** of the Notice dated **July 08, 2019** has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



*S. Sachin Agarwal*

CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910

Date: 21.08.2019  
Place: New Delhi

**Consolidated Results**

Item No.	11
Subject	Re-Appointment of Shri Sanjay Tandon (DIN- 00484699), Non-Official Part-Time (Independent) Director of the Company.
Type of Resolution	Special

Particulars	Remote e-votes		Voting at AGM			Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes		
Assent	831	3874976409	19	601	850	3874977010	99.36	
Dissent	38	25093663	8	454	46	25094117	0.64	
Abstain	0	0	0	0	0	0		
Total	869	3900070072	27	1055	896	3900071127	100	

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 11 of the Notice dated July 08, 2019 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



*Sachin Agarwal*

CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910

Date: 21.08.2019  
Place: New Delhi

## Consolidated Results

Item No.	12	
Subject	Re-Appointment of Shri S. K. Srivastava (DIN- 02163658), Non-Official Part- Time (Independent) Director of the Company.	
Type of Resolution	Special	

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	926	3949798972	19	601	945	3949799573	99.75
Dissent	30	9824335	8	454	38	9824789	0.25
Abstain	0	0	0	0	0	0	
<b>Total</b>	<b>956</b>	<b>3959623307</b>	<b>27</b>	<b>1055</b>	<b>983</b>	<b>3959624362</b>	<b>100</b>

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 12 of the Notice dated July 08, 2019 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 21.08.2019  
Place: New Delhi