



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/2017

September 13, 2017

| | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 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 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

Sub: Voting Results of 33rd AGM held on 12.09.2017- Consolidated 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



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 and Managing Director
GAIL (India) Limited
16, Bhikaiji Cama Place,
R.K. Puram, New Delhi – 110066

Reg.: 33rd Annual General Meeting of the members of GAIL (India) Limited held on Tuesday, 12th
Day of September, 2017 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 18.07.2017, 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 33rd
Annual General Meeting of the Company held on 12th Day of September, 2017.

The notice dated 31st July, 2017 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. 5th
September, 2017 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 13 in
the notice convening of 33rd Annual General Meeting of the Company.

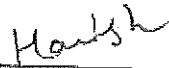


The voting period for remote e- Voting commenced on Friday, 8th September, 2017 (9:00 am) (IST) and ended on Monday, 11th September, 2017 (5:00 pm) (IST) and the remote e-Voting platform was blocked thereafter. After the closure of the voting at Annual General Meeting held on 12.09.2017, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by us on Tuesday, 12th Day of September, 2017 in the presence of Ms. Karishma Singh and Mr. Harish Kumar Yadav, who are not in employment of the Company.



Ms. Karishma Singh



Mr. Harish Kumar Yadav

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.

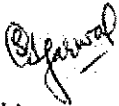
Based on the result made available to us, 754 members have cast their vote on the e-voting platform and 29 members have casted their vote physically through poll papers. I hereby annex the Consolidated Voting results pursuant to Rule (20)(4)(xii) of (Companies Management & Administration) Amendment Rules, 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 33rd 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







बी.सी. त्रिपाठी
B.C. TRIPATHI
अध्यक्ष एवं प्रबंध निदेशक
Chairman & Managing Director
गेल (इंडिया) लिमिटेड/GAIL (India) Ltd.
16, Bhikaiji Cama Place
नई दिल्ली-110066/New Delhi-110066

Date: 13.09.2017
Place: New Delhi


Consolidated Results

| | |
|------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Item No. | 1 |
| Subject Matter of resolution | To receive, consider and adopt the audited Financial Statements and audited Consolidated Financial Statements for the financial year ended 31st March, 2017, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India. |
| Type of Resolution | Ordinary |

| Particulars | Remote e-votes | | Voting at AGM | | Total | | Percentage % |
|-------------|----------------|------------|---------------|-------|--------|------------|--------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 749 | 1499297447 | 27 | 361 | 776 | 1499297808 | 100.00 |
| Dissent | 4 | 945 | 0 | 0 | 4 | 945 | 0.00 |
| Abstain | 1 | 0 | 0 | 0 | 1 | 0 | |
| Total | 754 | 1499298392 | 27 | 361 | 781 | 1499298753 | 100.00 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 1 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries


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



Date: 13.09.2017
Place: New Delhi

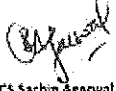
Consolidated Results

| | |
|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Item No. | 2 |
| Subject Matter of resolution | To declare final dividend for the financial year ended 31st March, 2017 as recommended by the Board and to confirm the payment of interim dividend already paid in the month of February, 2017. |
| Type of Resolution | Ordinary |

| Particulars | Remote e-votes | | Voting at AGM | | Total | | Percentage % |
|--------------|----------------|-------------------|---------------|------------|------------|-------------------|-----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 753 | 1499848974 | 27 | 351 | 780 | 1499849325 | 100.00 |
| Dissent | 1 | 5 | 0 | 0 | 1 | 5 | 0.00 |
| Abstain | 0 | 0 | 0 | 0 | 0 | 0 | |
| Total | 754 | 1499848979 | 27 | 351 | 781 | 1499849340 | 100.00 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 2 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries


CS Sachin Agarwal
Partner
C.P. No. 5810
FCS No. 5774



Date: 13.09.2017
Place: New Delhi

Consolidated Results

| | |
|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| Item No. | 3 |
| Subject Matter of resolution | To appoint a Director in place of Dr. Ashutosh Karnatak, 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 | 538 | 1400228105 | 27 | 361 | 565 | 1400228470 | 93.64 |
| Dissent | 215 | 95169003 | 0 | 0 | 215 | 95169003 | 6.36 |
| Abstain | 7 | 0 | 0 | 0 | 7 | 0 | |
| Total | 760 | 1495397112 | 27 | 361 | 787 | 1495397473 | 100.00 |

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the Item No. 3 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



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

Date: 13.09.2017
Place: New Delhi

Consolidated Results

| | |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Item No. | 4 |
| Subject Matter of resolution | To authorize Board of Directors of the Company to fix remuneration of the Joint Statutory Auditor(s) of the Company for FY 2017-18 in terms of the provisions of Section 142 of the Companies Act, 2013. |
| Type of Resolution | Ordinary |

| Particulars | Remote e-votes | | Voting at AGM | | Total | | Percentage % |
|--------------|----------------|-------------------|---------------|------------|------------|-------------------|---------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 718 | 1486950553 | 27 | 361 | 745 | 1486950914 | 99.44 |
| Dissent | 29 | 8446559 | 0 | 0 | 29 | 8446559 | 0.56 |
| Abstain | 7 | 0 | 0 | 0 | 7 | 0 | |
| Total | 754 | 1495397112 | 27 | 361 | 781 | 1495397473 | 100.00 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 4 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



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



Date: 13.09.2017
Place: New Delhi

Consolidated Results

| | |
|------------------------------|---------------------------------------------------------------------------------------------------------------------|
| Item No. | 5 |
| Subject Matter of resolution | To appoint Shri Dinkar Prakash Srivastava (DIN-07418753) 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 | 745 | 1499815894 | 27 | 361 | 772 | 1499816255 | 100.00 |
| Dissent | 10 | 33085 | 0 | 0 | 10 | 33085 | 0.00 |
| Abstain | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total | 755 | 1499848979 | 27 | 361 | 762 | 1499849340 | 100.00 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 5 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



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



Date: 13.09.2017
Place: New Delhi

Consolidated Results

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|------------------------------|---------------------------------------------------------------------------------------------------------|
| Item No. | 6 |
| Subject Matter of resolution | To appoint Dr. Anup K. Pujari (DIN-02556335) 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 | 744 | 1499815838 | 27 | 361 | 771 | 1499816199 | 100.00 |
| Dissent | 9 | 33061 | 0 | 0 | 9 | 33061 | 0.00 |
| Abstain | 2 | 0 | 0 | 0 | 2 | 0 | |
| Total | 755 | 1499848899 | 27 | 361 | 782 | 1499849260 | 100.00 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 6 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries

(Signature)
CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774



Date: 13.09.2017
Place: New Delhi

Consolidated Results

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|------------------------------|--------------------------------------------------------------------------------------------|
| Item No. | 7 |
| Subject Matter of resolution | To appoint Shri P. K. Gupta (DIN-01237706) as Director (HR), 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 | 438 | 1337797210 | 27 | 361 | 465 | 1337797581 | 89.46 |
| Dissent | 313 | 157599892 | 0 | 0 | 313 | 157599892 | 10.54 |
| Abstain | 7 | 0 | 0 | 0 | 7 | 0 | |
| Total | 758 | 1495397112 | 27 | 361 | 785 | 1495397473 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 7 of the Notice dated July 31, 2017 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: 13.09.2017
Place: New Delhi

Consolidated Results

| | |
|------------------------------|----------------------------------------------------------------------------------------------------|
| Item No. | B |
| Subject Matter of resolution | To appoint Shri Gajendra Singh (DIN- 03290248) Director (Marketing), 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 | 532 | 1399369115 | 27 | 361 | 559 | 1399369476 | 93.58 |
| Dissent | 221 | 96027997 | 0 | 0 | 221 | 96027997 | 6.42 |
| Abstain | 7 | 0 | 0 | 0 | 7 | 0 | 0 |
| Total | 760 | 1495397112 | 27 | 361 | 787 | 1495397473 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. B of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



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



Date: 13.09.2017
Place: New Delhi

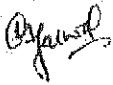
Consolidated Results

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|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| Item No. | 9 |
| Subject Matter of resolution | To ratify the remuneration of the Cost Auditors for FY 2016-17 and authorization to the Board of Directors to fix the remuneration for FY 2017-18. |
| Type of Resolution | Ordinary |

| Particulars | Remote e-votes | | Voting at AGM | | Total | | Percentage % |
|--------------|----------------|-------------------|---------------|------------|------------|-------------------|--------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 730 | 1494350205 | 27 | 361 | 757 | 1494350566 | 99.93 |
| Dissent | 16 | 1046710 | 0 | 0 | 16 | 1046710 | 0.07 |
| Abstain | 8 | 0 | 0 | 0 | 8 | 0 | |
| Total | 754 | 1495396915 | 27 | 361 | 781 | 1495397276 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 9 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



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



Date: 13.09.2017
Place: New Delhi

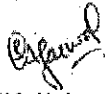
Consolidated Results

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|------------------------------|------------------------------------------------------------------------------------------------------|
| Item No. | 10 |
| Subject Matter of resolution | To approve Material Related Party Transactions with Petronet LNG Limited for Financial Year 2017-18. |
| Type of Resolution | Ordinary |

| Particulars | Remote e-votes | | Voting at AGM | | Total | | Percentage % |
|--------------|----------------|-------------------|---------------|------------|------------|-------------------|--------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 743 | 1499735488 | 27 | 361 | 770 | 1499735849 | 100.00 |
| Disput | 8 | 741 | 0 | 0 | 8 | 741 | 0.00 |
| Abstain | 3 | 0 | 0 | 0 | 3 | 0 | |
| Total | 754 | 1499736229 | 27 | 361 | 781 | 1499736590 | 100 |

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 10 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



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



Date: 13.09.2017
Place: New Delhi

Consolidated Results

| | |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| Item No. | 11 |
| Subject Matter of resolution | To increase the Authorized Share Capital of the Company by amending Memorandum and Articles of Association of the Company. |
| Type of Resolution | Special |

| Particulars | Remote e-votes | | Voting at AGM | | Total | | Percentage % |
|-------------|----------------|------------|---------------|-------|--------|------------|--------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 439 | 1344308835 | 27 | 361 | 466 | 1344309196 | 89.63 |
| Dissent | 317 | 155540048 | 0 | 0 | 317 | 155540048 | 10.37 |
| Abstain | 1 | 0 | 0 | 0 | 1 | 0 | 0 |
| Total | 757 | 1499848883 | 27 | 361 | 784 | 1499849244 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 11 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries


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



Date: 13.09.2017
Place: New Delhi

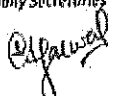
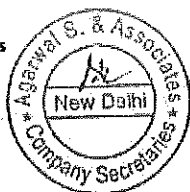
Consolidated Results

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|------------------------------|---------------------------------------------------------------------------------|
| Item No. | 12 |
| Subject Matter of resolution | To amend the existing Article 40 of the Articles of Association of the Company. |
| Type of Resolution | Special |

| Particulars | Remote e-votes | | Voting at AGM | | Total | | Percentage % |
|-------------|----------------|------------|---------------|-------|--------|------------|--------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 738 | 1499847000 | 26 | 368 | 764 | 1499847368 | 100.00 |
| Dissent | 16 | 1979 | 1 | 13 | 17 | 1992 | 0.00 |
| Abstain | 0 | 0 | 0 | 0 | 0 | 0 | |
| Total | 754 | 1499848979 | 27 | 381 | 781 | 1499849360 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 12 of the Notice dated July 31, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries

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

Date: 13.09.2017
Place: New Delhi

Consolidated Results

| | |
|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Item No. | 13 |
| Subject Matter of resolution | To increase the borrowing limit of INR Debt through secured / unsecured, redeemable, taxable Non-Convertible Bond(s) / Offshore INR Bonds upto Rs. 2,500 crore till the conclusion of next AGM, in one or more tranches on private placement basis. |
| Type of Resolution | Special |

| Particulars | Remote e-votes | | Voting at AGM | | Total | | Percentage % |
|-------------|----------------|------------|---------------|-------|--------|------------|--------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 731 | 1499845129 | 27 | 361 | 758 | 1499845790 | 100.00 |
| Dissent | 23 | 3550 | 0 | 0 | 23 | 3550 | 0.00 |
| Abstain | 0 | 0 | 0 | 0 | 0 | 0 | |
| Total | 754 | 1499848979 | 27 | 361 | 781 | 1499849340 | 100 |

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 13 of the Notice dated July 31, 2017 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: 13.09.2017
Place: New Delhi