

**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.: 34<sup>th</sup> Annual General Meeting of the members of GAIL (India) Limited held on Tuesday, 11<sup>th</sup>  
Day of September, 2018 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 it's registered office at 16,  
Bhikaiji Cama Place, R.K. Puram, New Delhi- 110066 vide resolution in 391<sup>st</sup> Board Meeting dated  
12.07.2018, 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 34<sup>th</sup> Annual General Meeting of the Company held on 11<sup>th</sup> Day of September,  
2018.

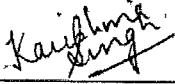
The notice dated 7<sup>th</sup> August, 2018 convening AGM of the Company was sent to the Shareholders.

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. 4<sup>th</sup>  
September, 2018 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 13 in  
the notice convening of 34<sup>th</sup> Annual General Meeting of the Company.

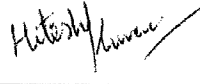


The voting period for remote e- Voting commenced on **Friday, 7<sup>th</sup> September, 2018 (9:00 am) (IST)** and ended on **Monday, 10<sup>th</sup> September, 2018 (5:00 pm) (IST)** and the remote e-Voting platform was blocked thereafter. After the closure of the voting at Annual General Meeting held on 11.09.2018, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by us on Tuesday, 11<sup>th</sup> Day of September, 2018 in the presence of Ms. Karishma Singh and Mr. Hitesh Kumar who are not in employment of the Company.



Ms. Karishma Singh



Mr. Hitesh 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, 897 members have cast their vote on the e-voting platform and 19 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 34<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

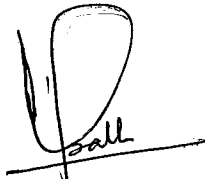
Yours Faithfully,

For **Agarwal S. & Associates,**  
Company Secretaries,



(Sachin Agarwal)  
Partner  
FCS: 5774 ,  
COP: 5910

Date: 11.09.2018  
Place: New Delhi



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

## Consolidated Results

Item No. **1**  
 Subject **To receive, consider and adopt the audited Financial Statements and audited Consolidated Financial Statements for the financial year ended 31st March, 2018, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India.**  
 Matter of resolution  
 Type of Resolution **Ordinary**

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	879	2005244135	19	820	898	2005244955	100.00
Dissent	2	71	0	0	2	71	0.00
Abstain	0	0	0	0	0	0	0.00
<b>Total</b>	<b>881</b>	<b>2005244206</b>	<b>19</b>	<b>820</b>	<b>900</b>	<b>2005245026</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 **August 7, 2018** has been passed with requisite majority.

For Agarwal S. & Associates  
 Company Secretaries



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



Date: 11.09.2018  
 Place: New Delhi

**Consolidated Results**

Item No. 2

Subject To declare final dividend for the financial year ended 31st March, 2018 as recommended by the Board and to confirm the payment of  
 Matter of interim dividend already paid in the month of January, 2018.  
 resolution

Type of Ordinary  
 Resolution

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	894	2036123038	19	820	913	2036123858	100.00
Dissent	2	113	0	0	2	113	0.00
Abstain	0	0	0	0	0	0	
Total	896	2036123151	19	820	915	2036123971	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 7, 2018 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: 11.09.2018  
 Place: New Delhi

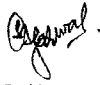
## Consolidated Results

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

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	862	2021162894	19	820	881	2021163714	99.27
Dissent	36	14960265	0	0	36	14960265	0.73
Abstain	0	0	0	0	0	0	
<b>Total</b>	<b>898</b>	<b>2036123159</b>	<b>19</b>	<b>820</b>	<b>917</b>	<b>2036123979</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 **August 7, 2018** has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



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



Date: 11.09.2018  
Place: New Delhi

## Consolidated Results

Item No. 4  
 Subject Matter of resolution To appoint a Director in place of Shri Ashish Chatterjee, 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	850	2003841453	19	820	869	2003842273	99.50
Dissent	33	10149630	0	0	33	10149630	0.50
Abstain	0	0	0	0	0	0	
<b>Total</b>	<b>883</b>	<b>2013991083</b>	<b>19</b>	<b>820</b>	<b>902</b>	<b>2013991903</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 August 7, 2018 has been passed with requisite majority.

For Agarwal S. & Associates  
 Company Secretaries



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



Date: 11.09.2018  
 Place: New Delhi


### Consolidated Results

Item No.	5
Subject Matter of resolution	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.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	880	2020360101	19	820	899	2020360921	99.80
Dissent	15	3991900	0	0	15	3991900	0.20
Abstain	0	0	0	0	0	0	
<b>Total</b>	<b>895</b>	<b>2024352001</b>	<b>19</b>	<b>820</b>	<b>914</b>	<b>2024352821</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 **August 7, 2018** has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



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



Date: 11.09.2018  
Place: New Delhi

### Consolidated Results

Item No.	6
Subject Matter of resolution	To appoint Dr. Rahul Mukherjee (DIN- 07940278) 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	829	1985015452	19	820	848	1985016272	98.56
Dissent	54	28975631	0	0	54	28975631	1.44
Abstain	0	0	0	0	0	0	
<b>Total</b>	<b>883</b>	<b>2013991083</b>	<b>19</b>	<b>820</b>	<b>902</b>	<b>2013991903</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 August 7, 2018 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



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



Date: 11.09.2018  
Place: New Delhi



### Consolidated Results

Item No. 7  
 Subject  
 Matter of resolution To appoint Shri Jayanto Narayan Choudhury (DIN- 07940286) 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	860	2010986567	19	820	879	2010987387	99.85
Dissent	21	3004516	0	0	21	3004516	0.15
Abstain	0	0	0	0	0	0	
Total	881	2013991083	19	820	900	2013991903	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 7 of the Notice dated August 7, 2018 has been passed with requisite majority.

For Agarwal S. & Associates  
 Company Secretaries



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



Date: 11.09.2018  
 Place: New Delhi

### Consolidated Results

Item No.	8
Subject	
Matter of resolution	To appoint Ms. Banto Devi Kataria (DIN-08194036) 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	863	2012486441	19	820	882	2012487261	99.93
Dissent	18	1504642	0	0	18	1504642	0.07
Abstain	0	0	0	0	0	0	
Total	881	2013991083	19	820	900	2013991903	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 8 of the Notice dated August 7, 2018 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



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



Date: 11.09.2018  
Place: New Delhi

### Consolidated Results

<b>Item No.</b>	9
<b>Subject</b>	
<b>Matter of resolution</b>	To appoint Shri Manoj Jain (DIN 07556033) Director (Business Development), liable to retire by rotation.
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	870	2025978975	19	820	889	2025979795	99.50
Dissent	29	10144184	0	0	29	10144184	0.50
Abstain	0	0	0	0	0	0	
<b>Total</b>	<b>899</b>	<b>2036123159</b>	<b>19</b>	<b>820</b>	<b>918</b>	<b>2036123979</b>	<b>100</b>

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 9** of the Notice dated **August 7, 2018** has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries




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

Date: 11.09.2018  
Place: New Delhi

### Consolidated Results

Item No.	10
Subject	To ratify the remuneration of the Cost Auditors for FY 2017-18 and authorization to the Board of Directors to fix the remuneration for FY 2018-19.
Matter of resolution	
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	887	2033556898	19	820	906	2033557718	99.87
Dissent	9	2566253	0	0	9	2566253	0.13
Abstain	0	0	0	0	0	0	
Total	896	2036123151	19	820	915	2036123971	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the Item No. 10 of the Notice dated August 7, 2018 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



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



Date: 11.09.2018  
Place: New Delhi

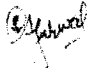
## Consolidated Results

Item No.	11
Subject Matter of resolution	To approve Material Related Party Transactions with Petronet LNG Limited for Financial Year 2018-19.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	891	2036117625	19	820	910	2036118445	100.00
Dissent	4	2967	0	0	4	2967	0.00
Abstain	0	0	0	0	0	0	
<b>Total</b>	<b>895</b>	<b>2036120592</b>	<b>19</b>	<b>820</b>	<b>914</b>	<b>2036121412</b>	<b>100</b>

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the Item No. 11 of the Notice dated **August 7, 2018** has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



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



Date: 11.09.2018  
Place: New Delhi

### Consolidated Results

Item No.	12
Subject Matter of resolution	To approve the amendment in Main Objects Clause of the Memorandum of Association of the Company by addition of new clauses from 25 to 30.
Type of Resolution	Special

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	863	2020101514	19	820	882	2020102334	100.00
Dissent	8	3101	0	0	8	3101	0.00
Abstain	0	0	0	0	0	0	
<b>Total</b>	<b>871</b>	<b>2020104615</b>	<b>19</b>	<b>820</b>	<b>890</b>	<b>2020105435</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 August 7, 2018 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries




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

Date: 11.09.2018  
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. 1,500 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	880	2036116700	19	820	899	2036117520	100.00
Dissent	15	3892	0	0	15	3892	0.00
Abstain	0	0	0	0	0	0	
<b>Total</b>	<b>895</b>	<b>2036120592</b>	<b>19</b>	<b>820</b>	<b>914</b>	<b>2036121412</b>	<b>100</b>

Based on the aforesaid results, I report that the **Special Resolution** as contained in the Item No. 13 of the Notice dated August 7, 2018 has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries




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

Date: 11.09.2018  
Place: New Delhi