



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  
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ND/GAIL/SECTT/2019

August 20, 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.: Proceeding of 35<sup>th</sup> Annual General Meeting of the Company held on 20.08.2019**

Dear Sir,

As per the requirement of Regulation 30 (2) read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the summary of the proceedings of 35<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> August, 2019.

The above is for information and records please.

Thanking you,

Yours faithfully

(A.K. Jha)  
Company Secretary



## **GAIL (INDIA) LIMITED**

(A Government of India Undertaking)

**Registered Office:** 16, Bhikaiji Cama Place, R.K. Puram, New Delhi – 110066

**CIN:** L40200DL19840GOI018976 **Website:** www.gailonline.com **E-mail:**  
shareholders@gail.co.in

**Phone:** 011-26182955, **Fax:** 011-26185941

### **PROCEEDINGS OF 35<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

35<sup>th</sup> Annual General Meeting (AGM) of the Company was held on **20<sup>th</sup> August, 2019** at 10:30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi-110010.

Shri Ashutosh Karnatak, CMD & Director(Projects) chaired the proceedings of the Meeting. The requisite quorum being present, the meeting was called to order.

On the request of Shareholders, Chairman along with other Directors reviewed the AGM arrangements. Thereafter, the Chairman delivered the speech. With the consent of all the Members present, the Directors' Report, Auditor's Report audited Financial Statement etc. were taken as read.

CMD informed the Members that pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company offered remote e-voting facility to its members to exercise their right to vote by electronic means from **Friday, 16<sup>th</sup> August, 2019 (9:00 am) (IST) till Monday, 19<sup>th</sup> August, 2019 (5:00 pm) (IST)**. Those members who could not exercise their vote through remote e-voting process, facility for voting through polling slip was available at AGM venue for such members.

The Company has also provided one-way live webcast of the proceedings of the Annual General Meetings for the shareholders from 10.30 a.m. onwards till conclusion of AGM.

The Company secretary proposed the items of business for approval of shareholders and CMD explained the objective and implications, if any, of the resolutions enlisted in the AGM notice. The business items discussed during the AGM were as under:

<b>Item No.</b>	<b>Business Item</b>	<b>Resolution</b>
<b>ORDINARY BUSINESS</b>		
1	Adoption of audited Financial Statements and audited consolidated financial statements of the Company for the year ended 31 <sup>st</sup> March, 2019 and Report of the Board of Directors and Auditors.	Ordinary
2	Approval of Final Dividend for the Financial Year ended 31 <sup>st</sup> March, 2019 and to confirm the payment of Interim Dividend already paid in February, 2019.	Ordinary
3	Appoint a Director in place of Shri P.K.Gupta, who retires by	Ordinary

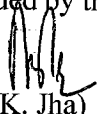
	rotation, and being eligible, offers himself for re-appointment.	
4	Appoint a Director in place Shri Gajendra Singh, who retires by rotation, and being eligible, offers himself for re-appointment.	Ordinary
5	Authorization to the Board of Directors to fix the remuneration of the Joint Statutory Auditors for FY 2019-20.	Ordinary
<b>SPECIAL BUSINESS</b>		
6	Approval for appointment of Shri A.K.Tiwari as Director (Finance) and Chief Financial Officer of the Company, liable to retire by rotation.	Ordinary
7	Ratification of Remuneration of Cost Auditors of the Company for Financial Year 2018-19.	Ordinary
8	Material Related Party Transactions with Petronet LNG Limited.	Ordinary
9	Amendment of Articles of Association of the Company .	Special
10	Approval for appointment of Shri Anupam Kulshreshtha as Independent Director, not liable to retire by rotation.	Special
11	Approval for appointment of Shri Sanjay Tandon as Independent Director, not liable to retire by rotation.	Special
12	Approval for appointment of Shri S.K.Srivastava as Independent Director not liable to retire by rotation	Special

Company Secretary informed to the Members that Shri Sachin Agarwal, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The result of the poll along with the result of remote e-voting would be hosted on website of the Company and CDSL as per statutory requirement. The results will also be displayed on the Notice Board of the Company at its Registered Office.

CMD invited shareholders for discussion on the items of business which were suitably addressed. Suggestions from Shareholders were noted and thereafter Director (HR) offered the vote of thanks to the Shareholders.

The meeting concluded at 11:45 a.m.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, the rules notified thereunder and Secretarial Standards issued by the ICSI.

  
(A.K. Jha)  
Company Secretary