



## गेल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

### GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

ND/GAIL/SECTT/2017

गेल भवन,  
16 भीकाएजी कामा प्लेस  
नई दिल्ली-110066, इंडिया  
GAIL BHAWAN,  
16 BHIKAJIJI CAMA PLACE  
NEW DELHI-110066, INDIA  
फोन/PHONE: +91 11 26182955  
फैक्स/FAX: +91 11 26185941  
ई-मेल/E-mail: info@gail.co.in

March 6, 2017

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (East)  
Mumbai – 400051

Listing Department  
BSE Limited  
Floor 1, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400001

**Sub: Regulation 44 of SEBI LODR Regulations, 2015 – Voting Results - Passing of Resolution(s) by Postal Ballot for issuance of bonus shares**

Dear Sir,

This is in continuation to our letter of even no. dated 21.02.2017 on the above subject.

The Company appointed Shri Sachin Agarwal, Practicing Company Secretary, New Delhi as Scrutinizer for conducting the Postal Ballot for issuance of bonus shares, who has submitted his consolidated result of remote e-voting and voting by Postal Ballot Form to the Company.

The mode of voting was by way of remote e-voting and Postal Ballot Form. Remote e-voting facility was made available to shareholders from **Friday, 3<sup>rd</sup> February, 2017 at 9:00 am (IST) and ended on Saturday, 4<sup>th</sup> March, 2017 at 5:00 pm (IST)**. Last Date for receipt of Postal Ballot Form by the Scrutinizer was **Saturday, 4<sup>th</sup> March, 2017**.

The results of Postal Ballot were announced on 06.03.2017. Based on consolidated result of remote e-voting and voting by Postal Ballot Form, all the items of business enlisted in Postal Ballot notice were approved by the shareholders with requisite majority. Postal Ballot results in specified format is attached at **Annexure-A** and Scrutinizer report on consolidated voting results is also attached at **Annexure-B**.

This is in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You  
Yours faithfully

  
(A.K. Jha)  
Company Secretary

**Encl.:** As above

**Copy to:**

1 Deutsche Bank AG, Filiale Mumbai  
TSS & Global Equity Services  
The Capital, 14<sup>th</sup> Floor  
C-70, G Block, Bandra Kurla Complex  
Mumbai -400051

K/A-Sh. Alan Lopes

2 London Stock Exchange,  
Regulatory News Service Department (RNS)  
10, Paternoster Square,  
London EC4M7LS

*AVS No.- 639536*

3 Central Depository Services (India) Limited  
17<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400001

4 National Securities Depository Limited  
Trade World, A wing, 4<sup>th</sup> & 5<sup>th</sup> Floors  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai – 400013

5 MCS STA Limited, R&TA-  
New Delhi

K/A – Shri S. Biswas

Agenda-wise disclosure  
Resolution No. 1

Resolution Required : Ordinary		Issuance of Bonus Shares						
Category	Mode of Voting	No. of shares held	Whether promoter / promoter group are interested in the agenda / resolution ?				No	
			No. of votes polled	No. of Votes - in favour	No. of Votes - against	% of Votes against on votes polled		
		1	2	4	5	(3)=[(2)/(1)]*100	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot (E-Voting)		0		0		0.0000	0.0000
	Postal Ballot (Physical)	6943,08,539	6943,08,539	6943,08,539	0	100.00	100.0000	0.0000
	Total	6943,08,539	6943,08,539	6943,08,539	0	100.00	100.0000	0.0000
Public – Institutional holders	Postal Ballot (E-Voting)				-		100.0000	0.0000
	Postal Ballot (Physical)	4274,02,228	3276,67,798	3276,67,798		76.66	100.0000	0.0000
	Total	4274,02,228	3276,67,798	3276,67,798		76.66	100.0000	0.0000
Public-Others	Postal Ballot (E-Voting)		892,91,756	892,91,744	12	65.61	100.0000	0.0000
	Postal Ballot (Physical)	1360,94,319	1,20,502	1,20,351	151	0.09	99.8747	0.1253
	Total	1360,94,319	894,12,258	894,12,095	163	65.70	99.9998	0.0002
<b>Grand Total</b>		<b>12578,05,086</b>	<b>11113,88,595</b>	<b>11113,88,432</b>	<b>163</b>	<b>88.36</b>	<b>100.0000</b>	<b>0.0000</b>

# AGARWAL S. & ASSOCIATES COMPANY SECRETARIES

## SCRUTINIZER'S REPORT

### [POSTAL BALLOT]

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

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

Reg.: Physical Postal Ballot and E-voting Results regarding Issue of Bonus Shares by way of Capitalisation of Reserves

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 25<sup>th</sup> January, 2017, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of Companies Act 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, to conduct the Postal Ballot process in respect of the following resolution mentioned in the Postal Ballot Notice dated 27<sup>th</sup> January, 2017:

Resolution Number	Type of Resolution	For
1.	Ordinary Resolution	Issue of Bonus Shares by way of Capitalisation of Reserves

We submit our report as under:

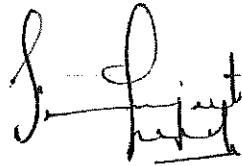
1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) The Companies Act, 2013 and Rules made thereunder; and (ii) the Listing Agreement with the Stock Exchanges read with SEBI LODR Regulations, 2015, relating to postal ballot voting including voting by electronic means. Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes casted by the members on the resolutions contained in the above mentioned Notice, based on the reports generated from Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facility for e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.



2. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply inland letters on Friday, 03<sup>rd</sup> February, 2017 to its Members whose name(s) appears in the Register of Members / List of beneficial owners received from NSDL/CDSL as on Friday, 27<sup>th</sup> January, 2017.
3. The Members of the Company had an option to vote either through the physical postal ballot form or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website [www.evotingindia.com](http://www.evotingindia.com) via CDSL.
4. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in The Times of India and Navbharat Times (English & Hindi newspaper) on Friday, 03<sup>rd</sup> February, 2017, informing about the completion of dispatch/electronic transmission of postal ballot notices, to the Members along with other related matters mentioned therein.
5. To our information, there were 1090 business reply inland letters & emails returned undelivered.
6. The e-voting period commenced on Friday, 3<sup>rd</sup> February, 2017 at 09:00 A.M. (IST) and ended on Saturday, 04<sup>th</sup> March, 2017 at 05:00 P.M. All physical postal ballot forms and e-votes received up to 05:00 P.M. (IST) on Saturday, 04<sup>th</sup> March, 2017, the last date and time fixed by the Company for receipt of the forms/e-votes were considered and none of the business reply inland letters containing postal ballot forms/e-votes received after 05:00 P.M. (IST) on Saturday, 04<sup>th</sup> March, 2017 were considered for the purpose of this Report.
7. We did not find any defaced or mutilated ballot papers, as received from the Registrar & Transfer Agent of the Company.
8. The voting pattern was unblocked by us on Saturday, 04<sup>th</sup> March, 2017 in the presence of Ms. Karishma Singh and Mr. Simarjeet Singh, who are not in employment of the Company.



Ms. Karishma Singh



Mr. Simarjeet Singh

9. There were only 1852 (One Thousand Eight Hundred and Fifty Two) members who have voted through remote e-voting as well as physical postal ballot.
10. The physical ballot forms received and votes cast through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on Friday, 27<sup>th</sup> January, 2017.



11. The votes cast through physical ballot forms received and e-voting were scrutinized by me for verification of votes cast in favour and against the resolution.
12. The total paid up Equity Share Capital of the Company as on Friday, 27<sup>th</sup> January, 2017 was Rs. 12,68,47,74,000/- (Rupees One Thousand Two Hundred Sixty Eight Crores Forty Seven Lacs Seventy Four Thousand Only) divided into 1,26,84,77,400( One Hundred Twenty Six Crore Eighty Four Lac Seventy Seven Thousand Four Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each.
13. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.
14. The details of voting are as under:

**a) VOTING THROUGH ELECTRONIC MODE:**

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital
a) Total votes received	761	419579685	4195796850	33.077
b1) Less: Invalid votes	2	29097	290970	0.002
b2) Less : Partially Votes	-	2591034	25910340	0.204
c) Net Valid votes casted(a- b1-b2)	759	416959554	4169595540	32.871
d) Votes with assent for the Resolution*	757	416959542	4169595420	32.871
e) Votes with dissent for the Resolution*	2	12	120	0.000

\* Voted partially Assent/Dissent: 6

**b) VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital
a) Total votes received	1090	694433669	6944336690	54.745
b1) Less: Invalid votes	9	1494	14940	0.000
b2) Less : Partially votes		3134	31340	0.000
c) Net Valid votes casted(a- b1-b2)	1081	694429041	6944290410	54.745
d) Votes with assent for the Resolution*	1077	694428890	6944288900	54.745
e) Votes with dissent for the Resolution*	4	151	1510	0.000

\* Voted partially Assent/Dissent: 25



15. The consolidated summary of valid votes (voting through physical postal ballot and e-voting) is given below:

**RESOLUTION NO. 1:- ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES**

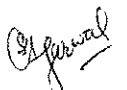
Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital	% of assent/dissent of total valid votes polled
Total Valid Votes	1840	1111388595	11113885950	87.616	-
Votes with assent for the Resolution*	1834	1111388432	11113884320	87.616	100
Votes with dissent for the Resolution*	6	163	1630	0.000	0

\* Voted partially Assent/Dissent: 31

16. Accordingly, the ordinary resolution as set out in the postal ballot notice has been approved by the shareholders of the Company with requisite majority, as per results stated above. You may accordingly, declare the result of the voting by Postal Ballot.

Yours Faithfully,


For Agarwal S. & Associates,  
Company Secretaries

  
(Sachin Agarwal)  
Partner  
FCS: 5774  
COP: 5910



Date: 06.03.2017  
Place: New Delhi

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

  
डॉ. आशुतोष कर्नाटक  
Dr. ASHUTOSH KARNATAK  
निदेशक (परियोजना)/Director (Projects)  
गेल (इंडिया) लिमिटेड/GAIL (India) Ltd.  
गेल भवन 16, भीकाजी कामा प्लेस, नई दिल्ली-110 066  
GAIL Bhawan, 16, Bhikaiji Cama Place, New Delhi-110 066