

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

(Pursuant to section 108 of the Companies Act 2013 and Rule 20(3)(xi) of the
Companies (Management and Administration) Rules, 2014)

To,
The Chairman
GAIL (India) Limited
16, Bhikaiji Cama Place,
R K Puram,
New Delhi-110066

Reg. : 31st Annual General Meeting of the members of GAIL (India) Limited held on
Wednesday, 16th Day of September, 2015 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**

Dear Sir,

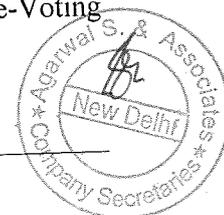
I, Sachin Agarwal, Practicing Company Secretary, having office at 119/127, Vardhman Star Citi Mall, Sector-7, Dwarka-110075 had been appointed as the Scrutinizer by the Board of Directors of **GAIL (INDIA) Limited** (GAIL) (the Company) having its registered office at 16, Bhikaiji Cama Place, R.K. Puram, New Delhi-110066 vide resolution dated 23.07.2015 pursuant to the provisions of Listing Agreement and Section 108 of Companies Act 2013 read with rule 20 & 21 of (Companies Management & Administration) Rules, 2014 as amended by (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 31st Annual General Meeting AGM of the Company held on Wednesday, 16th Day of September, 2015.

The notice dated 5th August, 2015 convening AGM of the Company were sent to the shareholders.

The Company has availed the voting through electronics means (remote e- voting) facility offered by **Central Depositories 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. 9th September, 2015 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 9 in the notice convening 31st AGM of the Company.

The voting period for remote e- Voting commenced on Saturday, 12th September 2015 at 09.00 am and ended on Tuesday, 15th September 2015 at 5.00 pm and the remote e-Voting platform was blocked thereafter.

119 & 127, Vardhman Star City Mall, Sector 7, Dwarka, New Delhi-110075
Contact No: 011-25081108, 9811549887, sachinag1981@gmail.com



AGARWAL S. & ASSOCIATES

COMPANY SECRETARIES

After the closure of the voting at Annual General Meeting, the report of voting done at the meeting was generated in my presence and the voting was diligently securitized and the votes cast there under were conducted.

The votes cast under remote e- voting facility were then unblocked by me at 12.00 noon on 16th September, 2015 in the presence of Mr. Tarun Saini and Mr. Deepak Sharma, who are not in employment of the company.

I have scrutinized and reviewed the voting through electronic means (remote evoting) and physical mode and vote tendered therein based on the data downloaded from the Central Depositories Services Limited. remote evoting platform and the poll papers receive respectively.

I have rendered scrutinizers' report separately on the remote e-voting and by using polling slips at the meetings. Based on the result made available to me, members have cast their votes on the e-voting platform and members have casted their vote physically through poll papers. I hereby annex the Consolidated Scrutinizers' Report pursuant to Rule (20)(4)(xii) 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 31st Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary of the Company for safe keeping.

Thanking You

Yours Faithfully,

For Agarwal S. & Associates,
Company Secretaries,


(Sachin Agarwal)
FCS: 5774
COP: 5910



Date: 17/09/2015
Place: New Delhi



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

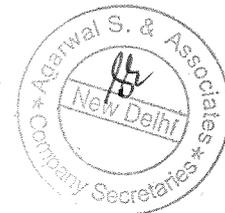
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I Resolution No.1:-

Agenda No.	1
Subject Matter of resolution	Adoption of audited Financial Statements and audited Consolidated Financial Statements for the financial year ended 31 March, 2015 and Report of the Board of Directors Auditors
Type of Resolution	Ordinary

Particulars	Number of Voters			Number of Votes Contained			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	435	10	445	1139109033	313	1139109346	100.00
Voted in Favour (i)	425	10	435	1136130849	313	1136131162	99.74
Voted against (ii)	8	0	8	456476	0	456476	0.04
Invalid Vote (iii)*	5	0	5	2521708	0	2521708	0.22

*Reflects shareholders who have not completely exercised their voting right.



II Resolution No.2:-

Agenda No.	2
Subject Matter of resolution	Approval of Final dividend for the financial year ended 31 st March, 2015 and to confirm the payment of interim dividend already paid in March, 2015
Type of Resolution	Ordinary

Particulars	Number of Voters			Number of Votes Contained			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	435	10	445	1139109033	313	1139109346	100.00
Voted in Favour (i)	430	10	440	1136661228	313	1136661541	99.78
Voted against (ii)	5	0	5	529	0	529	0.00
Invalid Vote (iii)*	2	0	2	2447276	0	2447276	0.22

*Reflects shareholders who have not completely exercised their voting right.



III Resolution No.3:-

Agenda No.	3
Subject Matter of resolution	Appoint a Director in place of Shri M. Ravindran (DIN-02309551), who retires by rotation, and being eligible, offers himself for re-appointment
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of Votes Contained			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	435	10	445	1139109033	313	1139109346	100.00
Voted in Favour (i)	223	10	233	1029761423	313	1029761736	90.40
Voted against (ii)	210	0	210	106758203	0	106758203	9.37
Invalid Vote (iii)*	5	0	5	2589407	0	2589407	0.23

*Reflects shareholders who have not completely exercised their voting right.



IV Resolution No.4:-

Agenda No.	4
Subject Matter of resolution	Appoint a Director in place of Dr. Ashutosh Karnatak(DIN-03267102), who retires by rotation , and being eligible, offers himself for re-appointment
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of Votes Contained			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	435	10	445	1139109033	313	1139109346	100.00
Voted in Favour (i)	221	10	231	1029704205	313	1029704518	90.40
Voted against (ii)	212	0	212	106815421	0	106815421	9.38
Invalid Vote (iii)*	5	0	5	2589407	0	2589407	0.22

*Reflects shareholders who have not completely exercised their voting right.



12

V Resolution No.5:-

Agenda No.	5
Subject Matter of resolution	Authorization to the Board of Directors of the Company to fix remuneration of the Joint Statutory Auditor(s)
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of Votes Contained			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received'	435	10	445	1139109033	313	1139109346	100.00
Voted in Favour (i)	424	10	434	1136610504	313	1136610817	99.78
Voted against (ii)	10	0	10	51245	0	51245	0.00
Invalid Vote (iii)*	3	0	3	2447284	0	2447284	0.22

*Reflects shareholders who have not completely exercised their voting right.



VI Resolution No.6:-

Agenda No.	6
Subject Matter of resolution	Appointment of Shri Subir Purkayastha (DIN-06850526) as Director (Finance) and CFO, liable to retire by rotation.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of Votes Contained			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	435	10	445	1139109033	313	1139109346	100.00
Voted in Favour (i)	231	8	239	1040731420	183	1040731603	91.36
Voted against (ii)	202	1	203	95788206	100	95788306	8.41
Invalid Vote (iii)*	5	1	6	2589407	30	2589437	0.23

*Reflects shareholders who have not completely exercised their voting right.



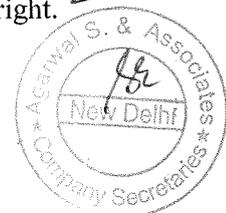
127

VII Resolution No.7:-

Agenda No.	7
Subject Matter of resolution	Approval of ratification of remuneration of the Cost Auditors for FY 2014-15 and authorization to the Board of Directors to fix the remuneration for FY 2015-16
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of Votes Contained			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	435	10	445	1139109033	313	1139109346	100.00
Voted in Favour (i)	424	9	433	1136610386	283	1136610669	99.78
Voted against (ii)	10	0	10	51363	0	51363	0.00
Invalid Vote (iii)*	3	1	4	2447284	30	2447284	0.22

*Reflects shareholders who have not completely exercised their voting right.



VIII Resolution No.8:-

Agenda No.	8
Subject Matter of resolution	Approval for Material Related Party Transactions with Petronet LNG Limited
Type of Resolution	Ordinary (As per SEBI Press Release dated 02.09.2015)

Particulars	Number of Votes			Number of Votes Contained			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	435	10	445	1139109033	313	1139109346	100.00
Voted in Favour (i)	422	9	431	1136623572	283	1136623855	99.78
Voted against (ii)	10	0	10	35811	0	35811	0.00
Invalid Vote (iii)*	5	1	6	2449650	30	2449680	0.22

*Reflects shareholders who have not completely exercised their voting right.



IX Resolution No. 9:-

Agenda No.	9
Subject Matter of resolution	Approval for Private Placement of Securities
Type of Resolution	Special

Particulars	Number of Votes			Number of Votes Contained			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	435	10	445	1139109033	313	1139109346	100.00
Voted in Favour (i)	416	9	425	1136659897	283	1136660180	99.79
Voted against (ii)	18	0	18	1852	0	1852	0.00
Invalid Vote (iii)*	3	1	4	2447284	30	2447314	0.21

*Reflects shareholders who have not completely exercised their voting right.



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