



Scrutinizer's Report

To
The Chairman,
Gujarat Gas Limited
3rd Floor, Udyog Bhavan,
Sector-11, Gandhinagar-382011

SUB: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to provision of 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and poll by physical ballot paper at the Annual General Meeting of the Gujarat Gas Limited pursuant to Section 109 of the Act read with rule 21(2) of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, I. Kiran Kumar Patel, Proprietor of M/s K K Patel & Associates, Practising Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Gujarat Gas Limited ("the Company") for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and votes casted through physical Ballot Papers under the provision of Section 109 of the Companies Act, 2013 Act read with Rule 21 of Companies (Management and Administration) Rules, 2014, on the Resolutions contained in the Notice to the 3rd Annual General Meeting of the Shareholders of the Company, held on 28th day of December, 2015 at Seminar Hall-2, (SR2), Gate No.-1, Mahatma Mandir, Gandhinagar.

The Company had availed the e-voting facility offered by M/s Karvy Computershare Private Limited ("M/s Karvy") for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting by physical ballot papers to the Members at the Annual General Meeting who did not cast their vote through remote e-voting facility.

The Shareholders of the Company holding Shares as on the "cut-off" date i.e. 21st December, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on 25 December, 2015 at 09.00 a.m. (IST) and ended on 27th December, 2015 at 05.00 p.m. (IST) and the Karvy remote e-voting portal was blocked thereafter.

After conclusion of voting at the Annual General Meeting through Ballot Papers, the votes cast at the Meeting were counted and thereafter the votes cast through remote e-voting were



unblocked in the presence of two witnesses who were not in the employment of the Company.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting portal and the physical ballot paper voting.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and applicable Rules of the Companies (Management and Administration) Rules, 2014 as amended relating to e-voting and poll on the Resolutions contained in Notice of 3rd Annual General Meeting of Members of the Company. My responsibility as Scrutinizer for remote e-voting process and for poll at the AGM is restricted to make the Scrutinizer's Report for verifying the validity of votes casted through remote e-voting/Ballot Papers at AGM and to ascertain the votes cast "in Favour" and "Against" the Resolutions stated above.
3. I have issued the separate scrutinizer report dated 28th December, 2015 on remote e-voting and on the poll through Ballot Papers at the Annual General Meeting respectively on the Resolutions contained in the Notice to the Annual General Meeting.

Please note that all the Ordinary Resolutions and Special Resolution as contained in the Notice convening the 3rd Annual General Meeting have been passed with requisite majority.

I now submit my consolidated Report as under on the Results of the remote e-voting and voting through physical ballot papers at the Annual General Meeting in respect of the said Resolutions.

I Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Revised Balance Sheet as on 31st March 2014, Revised Statement of Profit and Loss for the year ended on 31st March 2014 along with notes forming part of the financial statements together with the Amendment to Directors' Report, the Report of Auditors' thereon and the Nil Comments of the Comptroller & Auditor General of India, in terms of Section 619(4) of the Companies Act, 1956.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	67	111211420	100
Physical voting	41	556297	100
TOTAL	108	111767717	



(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	0

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	3	582835
Physical voting	1	1000
TOTAL	4	583835

II Resolution No. 2: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2015, together with the Board's Report, the Report of Auditors' thereon and Nil Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	67	111211420	100
Physical voting	41	556297	100
TOTAL	108	111767717	



(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	3	582835
Physical voting	1	1000
TOTAL	4	583835

III Resolution No. 3: Ordinary Resolution

To declare Dividend on equity shares for the year 2014-15.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	



(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

IV Resolution No. 4: Ordinary Resolution

To authorise the Board of Directors of the Company to fix the remuneration of Statutory Auditors of the Company for the F.Y. 2015-2016 in terms of the provisions of Section 142 of Companies Act, 2013.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	



(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

V Resolution No. 5: Ordinary Resolution

Appointment of Mr.G.R.Aloria, IAS as Director, not liable to retire by rotation.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	



(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

VI Resolution No. 6: Ordinary Resolution

Appointment of Mr. Atanu Chakraborty, IAS as Director, not liable to retire by rotation.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	69	111789797	99.996
Physical voting	41	556297	100
TOTAL	110	112346094	



(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	1	4458	0.004
Physical voting	0	0	0
TOTAL	1	4458	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

VII Resolution No. 7: Ordinary Resolution

Appointment of Mr. L. Chuaungo, IAS as Director, liable to retire by rotation.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	



(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

VIII Resolution No. 8: Ordinary Resolution

Appointment of Mr. Sanjeev Kumar, IAS as Director, liable to retire by rotation.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	69	111789797	99.996
Physical voting	41	556297	100
TOTAL	110	112346094	



(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	1	4458	0.004
Physical voting	0	0	0
TOTAL	1	4458	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

IX Resolution No. 9: Ordinary Resolution

Appointment of Mr. Mukesh Kumar, IAS as Director, liable to retire by rotation.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
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Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	

(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

X Resolution No. 10: Ordinary Resolution

Appointment of Ms. Manjula Devi Shroff as Independent Woman Director.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	



(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

XI Resolution No. 11: Ordinary Resolution

Appointment of Mr. Ajit Kapadia as Independent Director.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	



(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

XII. Resolution No. 12: Ordinary Resolution

Appointment of Mr.Jal Patel as Independent Director

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	69	111782725	99.9897
Physical voting	41	556297	100
TOTAL	110	112339022	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted though remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	1	11530	0.0103
Physical voting	0	0	0
TOTAL	0	0	



(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

XIII. Resolution No. 13: Ordinary Resolution

Appointment of Mr. Krishna Das Chatterjee as Independent Director.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	



(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

XIV. Resolution No. 14: Ordinary Resolution

Appointment of Prof. Pradip Khandwalla as Independent Director

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	



(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

XV. Resolution No. 15: Ordinary Resolution

Ratification of remuneration of Cost Auditors for F.Y. 2014-15.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	



(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

XVI. Resolution No. 16: Ordinary Resolution

Ratification of remuneration of Cost Auditors for F.Y. 2015-16

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	



(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

XVII. Resolution No. 17: Special Resolution

Approval of amendment of the Articles of Association of the Company.

(i) Voted in favour of Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast in favour of resolution	% of the total number of valid votes cast
Remote e-voting	70	111794255	100
Physical voting	41	556297	100
TOTAL	111	112350552	

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted through remote e-voting system and physical mode	Number of votes cast against the resolution	% of the total number of valid votes cast
Remote e-voting	0	0	0
Physical voting	0	0	0
TOTAL	0	0	



(iii) Invalid votes:

Mode of voting	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Remote e-voting	0	0
Physical voting	1	1000
TOTAL	1	1000

Thanking you,

Yours faithfully,

Date: 28th December, 2015

Place: Gandhinagar



K. K. Patel

Kiran Kumar Patel
Scrutinizer

M/s K. K. Patel & Associates,
Practicing Company Secretaries
FCS: 6384 CP:6352

Countersigned by:
For Gujarat Gas Limited,

G. R. Aloria

Shri G. R. Aloria, IAS
Chairman

Date: 28th December, 2015

R. Shankar
(Company Secretary)
Gujarat Gas Ltd.