



गेल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

ND/GAIL/SECT1/2021

गेल भवन,
16 भीकाएजी कामा प्लेस
नई दिल्ली-110066, भारत
GAIL BHAWAN,
16 BHIKAIJI CAMA PLACE
NEW DELHI-110066, INDIA
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14.07.2021

1. Listing Compliance National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai – 400051 Symbol:- GAIL	2. Listing Compliance BSE Limited Floor 1, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001 Scrip Code:- 532155
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Sub.: Quarterly Compliance Report on Corporate Governance – Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance, in the prescribed format, for the quarter and financial year ended 30th June, 2021.

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

The above is for your information and records.

Thanking you
Yours faithfully

(A.K. Jha)
Company Secretary

Encl.: As above

Copy to:

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

K/A- Ms. Aparna Salunke

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : GAIL (INDIA) LIMITED
 2. Quarter ending : 30.06.2021

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (In Years)	Date of Birth	No. of Directorship in listed entities including this listed entity <i>[in reference to Regulation 17A(1)]</i>	No of Independent Directorship in listed entities including this listed entity <i>[in reference to proviso to regulation 17A(1)]</i>	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i> <i>AC – Audit Committee</i> <i>SRC – Stakeholders Relationship Committee</i>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i>
Mr.	Manoj Jain	AAPPJ6121Q & 07556033	Chairperson - Executive Director	05.06.18	---	---	---	19.8.62	3	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	A. K. Tiwari	ACAPT2160N & 07654612	Executive Director	01.12.18	---	---	---	02.11.61	1	0	AC - 1 SRC - 1	AC - 1 SRC - 0
Mr.	E. S. Rangana than	AIIPS9128D & 07417640	Executive Director	01.07.20	---	---	---	30.05.63	1	0	AC - 2 SRC - 1	AC - 1 SRC - 0
Mr.	M V Iyer	AABPI7021E & 08198178	Executive Director	25.11.20	---	---	---	05.10.63	1	0	AC - 1 SRC - 0	AC - 0 SRC - 0

Mr.	Ashish Chatterjee	ADMPC7739H & 07688473	Non-executive Director – Nominee Director	23.12.16	19.12.19	01.06.21		21.02.73	1	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Ms.	Usha Suresh	AQXPS2036H & 03433552	Non-executive Director – Nominee Director	10.12.20	---	---		17.01.62	1	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Dr.	Navneet Mohan Kothari	AIWPK6532D & 02651712	Non-executive Director – Nominee Director	16.06.21	---	---		05.09.77	2	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Ms.	Banto Devi Kataria	AJYPK7553P & 08194036	Non-executive Director - Independent Director	06.08.18	---	---	3	05.05.64	1	1	AC - 1 SRC - 1	AC - 1 SRC - 1

Whether Regular chairperson appointed: Yes

Whether Chairperson is related to Managing Director or CEO: N.A. (Government of India has appointed same person as a Chairperson and Managing Director)

Note 1: - Shri P.K. Gupta, Director (HR) ceased to be a Director of the Company w.e.f. 01.04.2021 upon his superannuation on 31.03.2021 from the services of GAIL. Shri Manoj Jain, Chairman & Managing Director (CMD) has been entrusted with additional charge of the post of Director (Projects) and Director (HR) w.e.f. 22.05.2020 and 01.04.2021 respectively by MOP&NG.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)	Date of Appointment in the Committee	Date of Cessation from the Committee
Audit Committee	Yes	Ms. Banto Devi Kataria	Chairperson/ Non-Executive /Independent Director	08.09.2020	---
		Shri E. S. Ranganathan	Executive Director	01.07.2020	---
		Shri M V Iyer	Executive Director	01.04.2021	---

Nomination & Remuneration Committee	Yes	Ms. Banto Devi Kataria	Chairperson /Non-Executive /Independent Director	08.09.2020	---
		Shri A. K. Tiwari	Executive Director	08.09.2020	---
		Shri E. S. Ranganathan	Executive Director	08.09.2020	
Risk Management Committee	Yes	Shri Manoj Jain	Executive Director ²	22.05.2020 / 01.04.2021	---
		Shri A K Tiwari	Chairperson / Executive Director	01.04.2021 / 01.12.2018	---
		Shri E.S. Ranganathan	Executive Director	01.07.2020	---
		Shri M V Iyer	Executive Director	25.11.2020	---
		Shri Raman Chadha	Chief Risk Officer / ED (PD, TQM & RM) ³	01.01.2021	18.06.2021
		Shri Sashi Menon	Head of Treasury (Senior executive) ³	02.05.2018	---
		Shri Atul Rastogi	Head of BIS (Cybersecurity) (Senior Executive) ³	13.08.2020	---
Shri Ashu Shinghal	Head of Strategy (Senior Executive) ³ / Chief Risk Officer ED (CSPA, RM & TQM)	13.08.2020 / 18.06.2021	---		
Stakeholders Relationship Committee	Yes	Ms. Banto Devi Kataria	Chairperson/Non-Executive / Independent Director	08.09.2020	---
		Shri E.S. Ranganathan	Executive Director	08.09.2020	---
		Shri A K Tiwari	Executive Director	01.04.2021	---

Note 2: - The Risk Management Committee consists of Director (Projects) and Director (HR). Shri Manoj Jain, Chairman & Managing Director (CMD) has been entrusted with additional charge of the post of Director (Projects) and Director (HR) w.e.f. 22.05.2020 and 01.04.2021 respectively by MOP&NG.

Note 3: - Senior Executive includes those members of Risk Management Committee who are not the Board members of the Company.

III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*(Yes/No)	Number of Directors present*	Number of independent directors' present*	Maximum gap between any two consecutive meetings in number of days
15.01.2021	27.05.2021	Yes	7	1	57
10.02.2021	09.06.2021	Yes	6	1	
15.03.2021					
30.03.2021					

* is filled only for Current Quarter Meetings

IV. Meeting of Committees					
Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met* (Yes/ No)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee					
09.06.2021	Yes	3	1	14.01.2021	76
				10.02.2021	
				17.03.2021	
				24.03.2021	
Stakeholders Relationship Committee					
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Nomination & Remuneration Committee					
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Risk Management Committee					
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* is filled only for Current Quarter Meetings					
V. Related Party Transactions					
Subject				Compliance status (Yes/No/NA)	
Whether prior approval of Audit Committee obtained				Yes	
Whether shareholder approval obtained for material RPT				Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes ⁴	
Note 4: - The details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee in its 210 th meeting held on 09.06.2021.					
VI. Affirmations					
1. As on 30.06.2021, GAIL's Board comprised of Four whole-time Directors including CMD, Two Government Nominee Directors and One Woman Independent Director. GAIL is a Government Company under the administrative control of the Ministry of Petroleum and Natural Gas, Government of India; all the Directors on the Board of GAIL (including Independent Directors) are nominated/ appointed by the Government of India. Appointments of Directors is outside the purview/ control of the GAIL management.					

2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- a. Stakeholders Relationship Committee
- b. Risk management committee (as applicable)

3. The composition of the following committees is not in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Audit Committee

Nomination and Remuneration Committee

GAIL's Board comprises of one Independent Director w.e.f. 08.09.2020 consequent upon cessation of tenure of Independent Directors. GAIL has re-constituted Audit Committee and Nomination and Remuneration Committee comprising of three members out of whom Chairperson is Independent Director and other two members are whole-time Directors. Once, Independent Directors are appointed by Government of India, Audit Committee and Nomination and Remuneration Committee will be re-constituted as per the provisions of SEBI LODR Regulations, 2015.

4. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

5. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. Compliance Report on Corporate Governance for the Quarter ended 31.03.2021 was put up in 425th Meeting held on 27.05.2021.



A K Jha
Company Secretary