



## 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, भारत  
GAIL BHAWAN,  
16 BHIKAJI CAMA PLACE  
NEW DELHI-110066, INDIA  
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ND/GAIL/SECTT/2022

11.01.2022

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  <b>Symbol:- GAIL</b>	2. Listing Compliance BSE Limited Floor 1, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001  <b>Scrip Code:- 532155</b>
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**Sub.: Compliance Report on Corporate Governance – Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31<sup>st</sup> December, 2021**

Dear Sir/Madam,

Please find enclosed herewith Compliance Report on Corporate Governance, in the prescribed format, for the quarter ended 31st December, 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 : 31.12.2021

<b>I. Composition of Board of Directors</b>												
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re- appointme nt	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)  AC – Audit Committee  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	---	---	---	19.08.62	3	0	AC - 0  SRC - 0	AC - 0  SRC - 0
Mr.	A. K. Tiwari <sup>1</sup>	ACAPT2160N & 07654612	Executive Director	01.12.18	---	30.11.2021	---	02.11.61	1	0	AC - 0  SRC - 0	AC - 0  SRC - 0
Mr.	E. S. Ranganat han	AIIPS9128D & 07417640	Executive Director	01.07.20	---	---	---	30.05.63	1	0	AC - 1  SRC - 1	AC - 1  SRC - 0
Mr.	M V Iyer	AABPI7021E & 08198178	Executive Director	25.11.20	---	---	---	05.10.63	1	0	AC - 0  SRC - 0	AC - 0  SRC - 0

Mr.	Rakesh Kumar Jain <sup>1</sup>	ABFPJ7153F & 08788595	Executive Director	01.12.21	---	---	---	19.06.66	2	0	AC - 2 SRC - 1	AC - 1 SRC - 0
Ms.	Usha Suresh	AQXPS2036H & 03433552	Non-executive Director – Nominee Director	10.12.20	---	---		17.01.62	1	0	AC - 1 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 - 1 SRC - 0	AC - 0 SRC - 0
Mr.	Akhilesh Jain	ADJPJ8024H & 07731983	Non-executive Director - Independent Director	08.11.21	---	---	---	15.12.73	1	1	AC - 1 SRC - 0	AC - 1 SRC - 0
Mr.	Sher Singh	CXOPS5508N & 09404758	Non-executive Director - Independent Director	22.11.21	---	---	---	01.01.65	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Sanjay Kashyap	AJDPK9077B & 09402360	Non-executive Director - Independent Director	17.11.21	---	---	---	03.07.74	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Dr.	Nandhagopal Narayana samy	ADOPN7134P & 06535490	Non-executive Director - Independent Director	17.11.21	---	---	---	15.06.70	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0

Ms.	Kangabam Inaocha Devi	BGDPD1744E & 07812922	Non-executive Director - Independent Director	18.11.2021	---	---	---	14.11.77	1	1	AC - 0 SRC - 1	AC - 0 SRC - 1
Dr.	Ravikant Kolhe	AGWPK0219K & 09406892	Non-executive Director - Independent Director	22.11.21	---	---	---	02.08.64	1	1	AC - 1 SRC - 0	AC - 0 SRC - 0

**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 A.K. Tiwari, Director (Finance) and Chief Financial Officer (DIN: 07654612) ceased to be a Director of the Company w.e.f. 01.12.2021 upon his superannuation on 30.11.2021 from the services of GAIL. MOPNG vide letter No. CA-31022/1/2019-PNG (32917) dated 30.11.2021 nominated Shri Rakesh Kumar Jain (DIN: - 08788595) as Director (Finance) of the Company. The Board in its meeting held on 30.11.2021 approved the appointment of Shri Rakesh Kumar Jain (DIN: - 08788595) as an Additional Director of the Company w.e.f. 01.12.2021 to hold the post of Director (Finance) and Chief Financial Officer.

## 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	Smt. Usha Suresh <sup>2</sup>	Chairperson/ Non-executive Director – Nominee Director	06.08.2021 <sup>2</sup>	---
		Shri E. S. Ranganathan	Executive Director	01.07.2020	02.12.2021
		Shri M V Iyer	Executive Director	25.11.2020	02.12.2021
		Shri Akhilesh Jain <sup>2</sup>	Chairperson/Non-executive Director - Independent Director	03.12.2021 <sup>2</sup>	---
		Prof. Dr. Ravikant Kolhe	Non-executive Director -Independent Director	03.12.2021	
Nomination & Remuneration Committee	Yes	Dr. Navneet Mohan Kothari <sup>3</sup>	Chairperson/ Non-executive Director – Nominee Director	06.08.2021 <sup>3</sup>	---
		Shri A. K. Tiwari	Executive Director	08.09.2020	30.11.2021
		Shri E. S. Ranganathan	Executive Director	01.07.2020	02.12.2021
		Dr. Nandhagopal Narayanasamy <sup>3</sup>	Chairperson/ Non-executive Director - Independent Director	03.12.2021 <sup>3</sup>	

		Shri Sher Singh	Chairperson/ Non-executive Director - Independent Director	03.12.2021	
<b>Risk Management Committee</b>	Yes	Smt. Usha Suresh	Chairperson / Executive Director	06.08.2021	02.12.2021
		Shri A K Tiwari	Executive Director	01.12.2018	30.11.2021
		Shri E.S. Ranganathan	Executive Director	01.07.2020	---
		Shri M V Iyer	Executive Director	25.11.2020	---
		Shri Sher Singh	Chairperson / Non-executive Director - Independent Director	03.12.2021	---
		Shri R K Jain	Non-executive Director -Independent Director	03.12.2021	---
		Smt. Kangabam Inaocha Devi	Non-executive Director -Independent Director	03.12.2021	---
<b>Stakeholders Relationship Committee</b>	Yes	Dr. Navneet Mohan Kothari	Chairperson/ Non-executive Director – Nominee Director	06.08.2021	02.12.2021
		Shri E.S. Ranganathan	Executive Director	01.07.2021	---
		Shri A K Tiwari	Executive Director	01.04.2021	30.11.2021
		Smt. Kangabam Inaocha Devi	Chairperson/ Non-executive Director - Independent Director	03.12.2021	---
		Shri R K Jain	Non-executive Director -Independent Director	03.12.2021	---

*Note 2: - Smt Usha Suresh ceased as the Chairperson of the Audit Committee on 02.12.2021, However, she continued as a member of the Audit Committee since 03.12.2021. As on 31.12.2021, she was a member of the Audit Committee.*

*Note 3: - Dr. Navneet Mohan Kothari ceased as the Chairperson of the Nomination and Remuneration Committee as on 02.12.2021, However, he continued as a member of the Nomination and Remuneration Committee since 03.12.2021. As on 31.12.2021, he was a member of the Nomination and Remuneration Committee.*

### 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
05.07.2021	29.10.2021	Yes	6	0	
19.07.2021	16.11.2021	Yes	6	0	
05.08.2021	24.11.2021	Yes	12	6	
12.09.2021	30.11.2021	Yes	12	6	
	23.12.2021	Yes	12	6	

**\* 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
<b>Audit Committee</b>					
29.10.2021	Yes	3	0	19.07.2021	
23.12.2021	Yes	3	3	29.07.2021	
				05.08.2021	
				11.09.2021	
<b>Stakeholders Relationship Committee</b>					
---	---	---	---	---	---
<b>Nomination &amp; Remuneration Committee</b>					
---	---	---	---	04.08.2021	---
<b>Risk Management Committee</b>					
06.10.2021	Yes	4	0	---	---

**\* 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 <sup>4</sup>

**Note 4:** - The details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee in its 215th meeting held on 29.10.2021

#### VI. Affirmations

1. 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. Appointment(s) of Directors is outside the purview/control of the GAIL's management. Consequent to the appointment of Six nos. of Independent Directors upon receipt of nomination from MOP&NG, Govt. of India on the Board of GAIL w.e.f. 16.11.2021, as on 31.12.2021, GAIL's Board comprised of Four whole-time Directors including CMD and Two Government Nominee Directors and Six Independent Directors. As such, GAIL is fully compliant with regard to the composition of Board, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as per the provisions of SEBI (LODR) Regulations, 2015.

2. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The meetings of the Board of Directors and the Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Compliance Report on Corporate Governance for the Quarter ended 30.09.2021 was put up in 431st Meeting of GAIL Board held on 29.10.2021. GAIL Board was of the view that appointment of Directors does not fall within the powers of the Board of Directors of the Company being a PSU and advised that the matter for appointment of requisite number of Directors on the Board may continuously be pursued with the MoP&NG, Government of India. GAIL's Board also advised that it may be highlighted to the stock exchanges that GAIL should not be held liable for the non-compliance which is beyond the control of the Company and no penalties should be levied for the same.



**A K Jha**

**Company Secretary**