



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
फोन/PHONE: +91 11 26182955
फैक्स/FAX: +91 11 26185941
ई-मेल/E-mail: info@gail.co.in

ND/GAIL/SECTT/2023

05.01.2023

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.: Compliance Report on Corporate Governance – Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31.12.2022.

Dear Sir/Madam,

Please find enclosed herewith Compliance Report on Corporate Governance, in the prescribed format, for the quarter ended 31.12.2022

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

(Mahesh Kumar Agarwal)
Company Secretary

Encl.: As above

Copy to:

1. Deutsche Bank AG, Filiale Mumbai
TSS & Global Equity Services
The Capital, 14th Floor, C-70, G Block,
Bandra Kurla Complex, Mumbai -400051
2. IDBI Trusteeship Services Limited, Asian Building,
Ground Floor, 17, R. Kamani Marg, Ballard Estate,
Mumbai – 400 001

K/A- Ms. Aparna Salunke

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : GAIL (INDIA) LIMITED
 2. Quarter ending : 31.12.2022

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.	Sandeep Kumar Gupta ¹	ACXPG1515B & 07570165	Chairperson - Executive Director	03.10.22	03.10.22	---	---	11.02.66	2	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	M V Iyer ²	AABPI7021E & 08198178	Executive Director	25.11.20	25.11.20	---	---	05.10.63	2	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Rakesh Kumar Jain	ABFPJ7153F & 08788595	Executive Director	01.12.21	01.12.21	---	---	19.06.66	2	0	AC - 2 SRC - 0	AC - 1 SRC - 0
Mr.	Deepak Gupta	ACYPG5712B & 09503339	Executive Director	12.02.22	12.02.22	---	---	12.02.69	1	0	AC - 0 SRC - 1	AC - 0 SRC - 0

Mr.	Ayush Gupta	ACUPG5160 D & 09681775	Executive Director	22.08.22	22.08.22	---	---	25.12.70	1	0	AC - 1 SRC - 1	AC - 0 SRC - 0
Dr.	Navneet Mohan Kothari	AIWPK6532D & 02651712	Non-executive Director - Nominee Director	16.06.21	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	08.11.21	---	1.2	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	22.11.21	---	1.2	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	17.11.21	---	1.2	03.07.74	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Dr.	Nandhagopal Narayanasamy	ADOPN7134P & 06535490	Non-executive Director - Independent Director	17.11.21	17.11.21	---	1.2	15.06.70	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Ms.	Kangabam Inaocha Devi	BGDPD1744E & 07812922	Non-executive Director - Independent Director	18.11.21	18.11.21	---	1.2	14.11.77	1	1	AC - 0 SRC - 1	AC - 0 SRC - 1
Dr.	Ravikant Kolhe	AGWPK0219 K & 09406892	Non-executive Director - Independent Director	22.11.21	22.11.21	---	1.2	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: - Ministry of Petroleum & Natural Gas vide letter No. CA-31022/8/2020-PNG (35574) dated 23.09.2022 conveyed the appointment of Shri Sandeep Kumar Gupta, Director (Finance), Indian Oil Corporation Limited (IOCL) to the post of Chairman & Managing Director (CMD) with effect from the date of his assumption of the charge of the post, or till the date of his superannuation, or until further orders, whichever is the earliest. Shri Sandeep Kumar Gupta assumed the Charge w.e.f 03.10.2022 to hold the post of the Chairman and Managing Director of the Company.

Note 2: - Shri. M V Iyer Director (Business Development) was entrusted with the additional charge of Director (Marketing) (for a period of six months w.e.f. 18.04.2022 to 17.10.2022 or till appointment of a regular incumbent to the post, or until further orders, whichever is the earliest) and Chairman & Managing Director (for a period of three months w.e.f. 01.09.2022 or till the appointment of a regular incumbent to the post or until further orders, whichever is the earliest) vide Ministry of Petroleum & Natural Gas letter No. CA-31022/1/2022-PNG (41186) dated 18.08.2022 and Letter No. CA-31022/2/2022-PNG (43323) dated 31.08.2022, respectively. MoP&NG vide letter no. CA-31022/1/2022-PNG (41186) dated 01.11.2022 has further extended the additional charge of the post of Director (Marketing) to Shri M V Iyer for a further period of six months w.e.f. 18.10.2022 or till the appointment of a regular incumbent to the post, or until further orders, whichever is the earliest.

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	Shri Akhilesh Jain	Chairperson/Non-executive Director - Independent Director	03.12.2021	---
		Prof. Dr. Ravikant Kolhe	Non-executive Director -Independent Director	03.12.2021	---
		Shri Ayush Gupta	Executive Director	01.09.2022	---
Nomination & Remuneration Committee	Yes	Dr. Nandhagopal Narayanasamy	Chairperson/ Non-executive Director - Independent Director	03.12.2021	---
		Shri Sher Singh	Non-executive Director -Independent Director	03.12.2021	---
		Shri Navneet Mohan Kothari	Non-executive Director – Nominee Director	06.08.2021	---
Risk Management Committee	Yes	Shri Sher Singh	Chairperson / Non-executive Director - Independent Director	03.12.2021	---
		Smt. Kangabam Inaocha Devi	Non-executive Director -Independent Director	03.12.2021	---
		Shri Rakesh Kumar Jain	Executive Director	01.12.2021	---
		Shri Deepak Gupta	Executive Director	01.09.2022	---
Stakeholders Relationship Committee	Yes	Smt. Kangabam Inaocha Devi	Chairperson/ Non-executive Director - Independent Director	03.12.2021	---
		Shri Deepak Gupta	Executive Director	25.02.2022	---
		Shri Ayush Gupta	Executive Director	01.09.2022	---

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
14.07.2022	21.10.2022	Yes	12	6	30
27.07.2022	04.11.2022	Yes	12	6	
04.08.2022	05.12.2022	Yes	12	6	
17.08.2022	---	---	---	---	
22.08.2022	---	---	---	---	
26.08.2022	---	---	---	---	
26.09.2022	---	---	---	---	

* 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					
04.11.2022	Yes	3	2	14.07.2022	42
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---	---	---	---	17.08.2022	
---	---	---	---	29.09.2022	
Stakeholders Relationship Committee					
04.11.2022	Yes	3	1	---	N.A.
Nomination & Remuneration Committee					
---	---	---	---	17.08.2022	N.A.
Risk Management Committee					
---	---	---	---	22.08.2022	N.A.

* 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 ⁵
<i>Note 5: - The details of RPT entered into pursuant to omnibus approval reviewed by the Audit Committee in its 228th meeting held on 04.11.2022</i>	
VI. Affirmations	
<p>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. As on 31.12.2022, GAIL's Board comprised of Five whole-time Directors including CMD and One Government Nominee Director and Six Independent Directors. As such, GAIL is fully compliant with regard to the composition of Board, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee as per provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>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.</p> <p>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.</p> <p>4. Compliance Report on Corporate Governance for the Quarter ended 30.09.2022 was put up in 451st Meeting of the Board held on 04.11.2022.</p>	
<p><i>Mahesh Agarwal</i></p> <p>(Mahesh Kumar Agarwal) Company Secretary</p>	