



गेल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

ND/GAIL/SECTT/2018

गेल भवन,
16 भीकाएजी कामा प्लेस
नई दिल्ली-110066, इंडिया
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

04.07.2018

1. Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai – 400051	2. Listing Department BSE Limited Floor 1, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001
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Sub.: Quarterly Compliance Report on Corporate Governance – Regulation 27(2)(a)

Dear Sir,

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

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance, in the prescribed format, for the quarter ended on 30th June, 2018.

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



1. Name of the Company : GAIL (INDIA) LIMITED

2. Quarter ending on : 30th June, 2018

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ Cessation	Tenure	No. of Directors hip in listed entities including this listed entity (Refer Regulatio n 25(1) of Listing Regulatio ns)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	B. C. Tripathi	ACDPT4559L & 01657366	Chairperson - Executive Director	01.08.2009/ 31.07.2019	5 years or Superannuati on, whichever is earlier	1	Audit Committee : 0 Stakeholder Relationship Committee : 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
Dr.	Ashutosh Karnatak	AHGPK1919B & 03267102	Executive Director	01.03.2014/ 28.02.2019	5 years or Superannuati on, whichever is earlier	1	Audit Committee 0 Stakeholder Relationship Committee: 1	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Subir Purkayastha	AAEPP4472H & 06850526	Executive Director	01.05.2015/ 30.11.2018	5 years or Superannuati on, whichever is earlier	2	Audit Committee : 2 Stakeholder Relationship Committee : 0	Audit Committee : 1 Stakeholder Relationship Committee: 0

Mr.	P.K. Gupta	AAJPG5758J & 01237706	Executive Director	01.02.2017/ 31.03.2021	5 years or Superannuat ion, whichever is earlier	1	Audit Committee : 0 Stakeholder Committee : 1 Relationship	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Gajendra Singh	AUFPS1125D & 03290248	Executive Director	05.04.2017/ 30.06.2020	5 Years or Superannuat ion, whichever is earlier	1	Audit Committee : 1 Stakeholder Committee: 0 Relationship	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Manoj Jain	AAPPJ6121Q & 07556033	Executive Director	05.06.2018/ 04.06.2023	5 Years or Superannuat ion, whichever is earlier	1	Audit Committee : 0 Stakeholder Committee: 0 Relationship	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Ashish Chatterjee	ADMPC7739H & 07688473	Non- executive Director – Nominee Director	23.12.2016/ 22.12.2019	3 Years	1	Audit Committee : 0 Stakeholder Committee: 0 Relationship	Audit Committee : 0 Stakeholder Relationship Committee: 0
Ms.	Indrani Kaushal	AAUPK7465M & 02091078	Non- executive Director – Nominee Director	22.09.2017/ 21.09.2020	3 Years	1	Audit Committee : 0 Stakeholder Committee: 0 Relationship	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	S. K. Srivastava	AHPPS5693L & 02163658	Non- executive Director - Independent Director	20.11.2015/ 19.11.2018	3 Years	1	Audit Committee : 2 Stakeholder Committee : 0 Relationship	Audit Committee : 0 Stakeholder Relationship Committee: 0

Mr.	Anupam Kulshreshtha	ACAPK5776H & 07352288	Non- executive Director - Independent Director	28.11.2015/ 19.11.2018	3 Years	1	Audit Committee : 1 Stakeholder Relationship Committee : 0	Audit Committee : 1 Stakeholder Relationship Committee: 0
Mr.	Sanjay Tandon	AAGPT7238P & 00484699	Non- executive Director - Independent Director	20.11.2015/ 19.11.2018	3 Years	1	Audit Committee : 2 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Dinkar Prakash Srivastava	AAYP252752H & 07418753	Non- executive Director - Independent Director	31.01.2017/ 30.01.2020	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 1	Audit Committee : 0 Stakeholder Relationship Committee: 1
Dr.	Anup K. Pujari	AHTPP6079N & 02556335	Non- executive Director - Independent Director	31.01.2017/ 30.01.2020	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Jayanto Narayan Choudhury	AAAPC1334M & 07940286	Non- executive Director - Independent Director	15.09.2017/ 07.09.2020	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
Dr.	Rahul Mukherjee	AEQPM0293R & 07940278	Non- executive Director - Independent Director	15.09.2017/ 07.09.2020	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 1	Audit Committee : 0 Stakeholder Relationship Committee: 0

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Shri Anupam Kulshreshtha	Chairperson – Non-Executive - Independent Director
	2. Shri Gajendra Singh	Executive Director
	3. Shri Sanjay Tandon	Non-Executive - Independent Director
	4. Shri S.K. Srivastava	Non-Executive - Independent Director
2. Nomination & Remuneration Committee	1. Dr. Rahul Mukherjee	Chairperson – Non-Executive - Independent Director
	2. Shri Dinkar Prakash Srivastava	Non-Executive - Independent Director
	3. Shri Jayanto Narayan Choudhury	Non-Executive - Independent Director
	1. Shri Gajendra Singh	Chairperson – Executive Director
	2. Shri Subir Purkayastha	Executive Director
	3. Dr. Ashutosh Karnatak	Executive Director
	4. Shri P.K. Gupta	Executive Director
3. Risk Management Committee	5. Shri Manoj Jain	Executive Director
	6. Shri A.K. Singh	Senior executive*
	7. Shri Sashi Menon	Senior executive*
	1. Shri Dinkar Prakash Srivastava	Chairperson – Non-Executive - Independent Director
	2. Dr. Ashutosh Karnatak	Executive Director
	3. Shri P.K. Gupta	Executive Director
	4. Dr. Rahul Mukherjee	Non-Executive - Independent Director
4. Stakeholders Committee	Relationship	
	Relationship	
	Relationship	
	Relationship	

* 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	Maximum gap between any two consecutive meetings (in number of days)
12.01.2018	13.04.2018	30
12.02.2018	11.05.2018	
12.03.2018	24.05.2018	
21.03.2018	05.06.2018	
	12.06.2018	

IV. Meeting of Committees

Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days **
Audit Committee			
24.05.2018	Yes	30.01.2018	46
11.06.2018	Yes	12.02.2018	
	Yes	21.03.2018	
Stakeholders Relationship Committee			
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Nomination & Remuneration Committee			
	Yes	26.02.2018	-----
Risk Management Committee			
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** This information has to be mandatorily given for Audit Committee, for rest of the Committee giving this information is optional.

IV. Related Party Transactions

Subject	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA#
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Material Related Party Transaction

The consolidated turnover of the Company as per the audited financial statements for FY 2017-18 is Rs. 53,825 crores and the expected value of

transactions with Petronet LNG Limited FY 2018-19 will be approx. Rs. 20,625 crores including regasification charges, which is more than 10% of consolidated turnover of the Company for FY 2017-18. Therefore Board & Shareholder approval is needed. Same will be taken in forthcoming Board Meeting & Annual General Meeting.

V. Affirmations

1. *As on 30.06.2018, GAIL's Board comprised of Six whole-time Directors including CMD, Two Government nominee Directors and Seven Independent Directors. GAIL is a Government Company under the administrative control of the Ministry of Petroleum and Natural Gas, Government of India; all the Directors are nominated/appointed by the Government of India. The Government of India is in process of selecting requisite number of Independent Director.*
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee
3. The Committee members have been made aware of their powers, role and responsibilities as specified in (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. 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.
5. Compliance Report on Corporate Governance for the quarter ending 31.03.2018 has been placed before the Board of Director in its 387th Board Meeting held on 11.05.2018.


(A.K. Jha)
Company Secretary

Dated: