



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, इंडिया
GAIL BHAWAN,
16 BHIKAJI CAMA PLACE
NEW DELHI-110066, INDIA
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ई-मेल/E-mail: info@gail.co.in

ND/GAIL/SECTT/2020

14.07.2020

- | | |
|---|---|
| 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 |
|---|---|

Sub.: Quarterly Compliance Report on Corporate Governance – Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance, in the prescribed format, for the quarter ended 30th June, 2020.

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 : 30.06.2020

L. 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 (in reference to Regulation 17A(1))	No. of Independent Directorship in listed entities including this listed entity (in reference to provisions of regulation 17A(1))	Number of memberships in Audit/Stakeholder Committees 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.	Manoj Jain ¹	AAPPJ6121Q & 07556033	Chairperson - Executive Director	05.06.18	---	---	---	19.8.62	3	0	AC - 0 SRC - 0	AC - 0 SRC - 0

Dr.	Ashutosh Karnatak ²	AHGPK1919B & 03267102	- Executive Director	01.03.14	---	21.05.2020	---	07.06.60	---	---	---	---
Mr.	P.K. Gupta	AAJPG5758J & 01237706	Executive Director	01.02.17	---	---	---	14.03.61	1	0	AC-1 SRC-0	AC-0 SRC-0
Mr.	Gajendra Singh	AUFPS1125D & 03290248	Executive Director	05.04.17	---	---	---	15.06.60	2	---	AC-1 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-0	AC-0 SRC-0
Mr.	Ashish Chatterjee	ADMPC7739H & 07688473	Non- executive Director - Nominee Director	23.12.16	19.12.19	---	---	21.02.73	1	0	AC-0 SRC-0	AC-0 SRC-0
Ms.	Esha Srivastava	AZJPS9848L 08504560	Non- executive Director - Nominee Director	24.03.20	---	---	---	09.06.80	1	0	AC-1 SRC-0	AC-0 SRC-0
Mr.	Jayanto Narayan Choudhury	AAAPC1334M & 07940286	Non- executive Director - Independent Director	15.09.17	---	---	3	05.05.55	1	1	AC-1 SRC-0	AC-1 SRC-0
Dr.	Rahul Mukherjee	AEQPM0293R &	Non- executive	15.09.17	---	---	3	09.02.56	1	1	AC-1	AC-0

		07940278	Director - Independent Director								SRC - 1	SRC - 1
Ms.	Banto Devi Kataria	AJYPK7553P & 08194036	Non-executive Director - Independent Director	06.08.18	---	3	05.05.64	1	1	AC - 1	AC - 0	SRC - 1
										SRC - 1	SRC - 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-31022/1/2020-PNG (33351) dated 30.04.2020 has extended the additional charge of the post of Director (Business Development) assigned to Shri Manoj Jain, CMD for further period of six months w.e.f.15.05.2020. Further Ministry of Petroleum & Natural Gas vide letter No. CA-31022/1/2020-PNG (33949) dated 16.06.2020 has entrusted Shri Manoj Jain, Chairman & Managing Director of the Company with an additional charge of the post of Director (Projects) for a period of three months from 22.05.2020 to 21.08.2020 or until further orders. The same was informed by the company to the Stock Exchange(s) vide letter No. ND/GAIL/SECTT/2020 dated 08.05.2020 & 16.06.2020 respectively.

Note 2. Dr. Ashutosh Karnatak, Director (Projects) has resigned from the post of Director of a Company w.e.f.21st May, 2020 The same was informed by the company to the Stock Exchange(s) vide letter No. ND/GAIL/SECTT/2020 dated 22.05.2020

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	Date of Cessation
Audit Committee	Yes	Shri Jayanto Narayan Choudhury Shri Gajendra Singh Dr. Rahul Mukherjee Smt. Banto Devi Kataria Dr. Rahul Mukherjee	Chairperson/ Non-Executive /Independent Director Executive Director Non-Executive /Independent Director Non-Executive /Independent Director Chairperson /Non-Executive /Independent Director	20.11.2019 23.05.2017 20.11.2019 03.02.2020 12.01.2018	--- --- --- --- ---
Nomination & Remuneration Committee	Yes	Shri Jayanto Narayan Choudhury Smt. Banto Devi Kataria Shri Gajendra Singh	Non-Executive /Independent Director Non-Executive /Independent Director Chairperson /Executive Director	12.01.2018 03.02.2020 05.04.2017	--- --- ---
Risk Management	Yes	Dr. Ashutosh Karnatak	Executive Director	31.10.2014	21.05.2020

Committee	Shri P.K. Gupta	Executive Director	01.02.2017	---
	Shri A K Tiwari	Executive Director	01.12.2018	---
	Shri Rajeev Mathur	Chief Risk Officer (Senior executive ³)	19.07.2018	---
	Shri Sashi Menon	Head of Treasury (Senior executive ³)	02.05.2018	---
Stakeholders Relationship Committee	Dr. Rahul Mukherjee	Chairperson/Non-Executive / Independent Director	03.02.2020	---
Yes	Dr. Ashutosh Karnatak	Executive Director	03.05.2015	21.05.2020
	Shri P.K. Gupta ⁴	Executive Director	02.06.2020	
	Smt. Banto Devi Kataria	Non-Executive /Independent Director	03.02.2020	---

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

Note: 4 Shri P K Gupta was again appointed as the member of SRC w.e.f 02.06.2020 (Earlier he was the member of SRC for a period starting from 01.02.2017 till 03.02.2020)

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
16.01.2020	06.05.2020	Yes	10	3	63
10.02.2020	15.06.2020	Yes	9	3	
03.03.2020	24.06.2020	Yes	9	3	

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					
20.04.2020	Yes	4	3	16.01.2020	64
24.06.2020	Yes	4	3	10.02.2020	
				03.03.2020	
Stakeholders Relationship Committee					

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Nomination & Remuneration Committee					
---	---	---	---	---	---
Risk Management Committee					
---	---	---	---	19.03.2020	---
Related Party Transactions					
Subject			Compliance status (Yes/No/NA)		
Whether prior approval of audit committee obtained			Yes ⁵		
Whether shareholder approval obtained for material RPT			Yes ⁶		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes ⁷		
Note 5: Omnibus approval of the Related Party Transactions for FY 2020-21 was taken through circulation from the Audit Committee on 09.04.2020 and the same was confirmed in 19th meeting of Audit Committee held on 20.04.2020					
Note 6: The consolidated turnover of the Company as per the audited financial statements for FY 2019-20 is Rs.72,414 crores and the expected value of transactions with Petronet LNG Limited FY 2019-20 will be approx. Rs.19,416.67 crores, which is more than 10% of consolidated turnover of the Company for the FY 2019-20. GAIL's Board in its 41th meeting held on 14.07.2020 approved Material Related Party Transaction with Petronet LNG Limited for the FY 2020-21 and has recommended the same for the shareholders' approval in its forthcoming Annual General Meeting. (36th AGM)					
Note 7: The details of RPT entered into pursuant to omnibus approval have been reviewed in the 19th Audit Committee Meeting held on 03.03.2020					
<p>1. As on 30.06.2020, GAIL's Board comprised of four whole-time Directors including CMD, Two Government Nominee Directors and Three Independent Directors. There are two Women Directors on the Board of Company. 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.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Risk management committee <p>3. 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>					

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 ended 31.03.2020 was put up in 414th Board Meeting held on 15.06.2020

6. As per Regulation 17(1A):

- Whether special resolution is passed? (non- executive director who has attained the age of seventy-five years) - Not Applicable
- Date of passing special resolution. (If yes, then the date of passing resolution) – Not Applicable



A K Jha

Company Secretary

