



गैल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

गैल भवन,  
16 भीकाएजी कामा प्लेस  
नई दिल्ली-110066, भारत  
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

09.10.2020

- |   |   |
|---|---|
| 1. Listing Department<br>National Stock Exchange of India Limited<br>Exchange Plaza, 5th Floor,<br>Plot No. C/1, G Block,<br>Bandra-Kurla Complex, Bandra (East)<br>Mumbai – 400051 | 2. Listing Department<br>BSE Limited<br>Floor 1, Phiroze Jeejeebhoy Towers<br>Dalal Street<br>Mumbai – 400001 |
|---|---|

Symbol:- GAIL

Scrip Code:- 532155

**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 30<sup>th</sup> September, 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 : 30.09.2020

| <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-appointment | Date of Cessation | Tenure (In Years) | Date of Birth | No. of Directorship in listed entities including this listed entity<br><br><i>[in reference to Regulation 17A(1)]</i> | No of Independent Directorship in listed entities including this listed entity<br><br><i>[in reference to proviso to regulation 17A(1)]</i> | Number of memberships in Audit/Stakeholder Committee(s) including this listed entity<br><br><i>(Refer Regulation 26(1) of Listing Regulations)</i><br><br><u>AC – Audit Committee</u><br><br><u>SRC – Stakeholders Relationship Committee</u> | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity<br><br><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<br><br>SRC - 0   | AC - 0<br><br>SRC - 0  |
| Mr.   | P.K. Gupta           | AAJPG5758J & 01237706 | Executive Director  | 01.02.17                    | ---                    | ---               | ---               | 14.03.61      | 2   | 0   | AC - 1<br><br>SRC - 1   | AC - 0<br><br>SRC - 0  |

|     |  |                             |  |          |          |            |     |          |                |                |   |   |
|-----|--|-----------------------------|--|----------|----------|------------|-----|----------|----------------|----------------|---|---|
| Mr. | A. K. Tiwari                                 | ACAPT2160N<br>&<br>07654612 | Executive<br>Director                                      | 01.12.18 | ---      | ---        | --- | 02.11.61 | 1              | 0              | AC -1<br>SRC - 0                            | AC - 1<br>SRC - 0                           |
| Mr. | E. S.<br>Ranganathan <sup>1</sup>            | AIIPS9128D<br>&<br>07417640 | Executive<br>Director                                      | 01.07.20 | ---      | ---        | --- | 30.05.63 | 1              | 0              | AC -1<br>SRC - 1                            | AC - 0<br>SRC - 0                           |
| Mr. | Ashish<br>Chatterjee                         | ADMPC7739H<br>&<br>07688473 | Non-<br>executive<br>Director –<br>Nominee<br>Director     | 23.12.16 | 19.12.19 | ---        | --- | 21.02.73 | 1              | 0              | AC - 0<br>SRC - 0                           | AC - 0<br>SRC - 0                           |
| Ms. | Esha<br>Srivastava                           | AZJPS9848L<br>08504560      | Non-<br>executive<br>Director –<br>Nominee<br>Director     | 24.03.20 | ---      | ---        | --- | 09.06.80 | 1              | 0              | AC – 1<br>SRC - 0                           | AC - 0<br>SRC - 0                           |
| Mr. | Jayanto<br>Narayan<br>Choudhury <sup>2</sup> | AAAPC1334M<br>&<br>07940286 | Non-<br>executive<br>Director -<br>Independent<br>Director | 15.09.17 | ---      | 07.09.2020 | 3   | 05.05.55 | 1 <sup>2</sup> | 1 <sup>2</sup> | AC - 1 <sup>2</sup><br>SRC - 0              | AC - 1 <sup>2</sup><br>SRC - 0              |
| Dr. | Rahul<br>Mukherjee <sup>2</sup>              | AEQPM0293R<br>&<br>07940278 | Non-<br>executive<br>Director -<br>Independent<br>Director | 15.09.17 | ---      | 07.09.2020 | 3   | 09.02.56 | 1 <sup>2</sup> | 1 <sup>2</sup> | AC - 1 <sup>2</sup><br>SRC - 1 <sup>2</sup> | AC - 0<br>SRC - 1 <sup>2</sup>              |
| Ms. | Banto Devi<br>Kataria <sup>3</sup>           | AJYPK7553P<br>&<br>08194036 | Non-<br>executive<br>Director -<br>Independent<br>Director | 06.08.18 | ---      | ---        | 3   | 05.05.64 | 1              | 1              | AC - 1<br>SRC - 1                           | AC - 1 <sup>3</sup><br>SRC - 1 <sup>3</sup> |

**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 E.S Ranganathan has been appointed as Director (Marketing) w.e.f. 01.07.2020. The same was informed by the Company to the Stock Exchange(s) vide letter No. ND/GAIL/SECTT/2020 dated 01.07.2020.

**Note 2:** - Shri Jayanto Narayan Choudhury and Dr Rahul Mukherjee were Independent Directors of the Company upto 07.09.2020. Hence, the data reflected for Shri Jayanto Narayan Choudhury and Dr. Rahul Mukherjee are upto 07.09.2020.

**Note 3:-** Ms. Banto Devi Kataria was appointed as Chairperson of the Audit and Stakeholders Relationship Committee from 08.09.2020.

## 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 <sup>4</sup> | Chairperson/ Non-Executive /Independent Director                     | 20.11.2019          | 07.09.2020        |
|                                     |                                       | Shri E. S. Ranganathan                      | Executive Director   | 01.07.2020          | ---               |
|                                     |                                       | Dr. Rahul Mukherjee <sup>4</sup>            | Non-Executive /Independent Director                                  | 20.11.2019          | 07.09.2020        |
|                                     |                                       | Ms. Banto Devi Kataria <sup>5</sup>         | Non-Executive /Independent Director                                  | 03.02.2020          | ----              |
|                                     |                                       |   | Chairperson/ Non-Executive /Independent Director                     | 08.09.2020          | _____             |
|                                     |                                       | Shri P.K. Gupta                             | Executive Director   | 08.09.2020          | _____             |
| Nomination & Remuneration Committee | Yes                                   | Dr. Rahul Mukherjee <sup>4</sup>            | Chairperson /Non-Executive /Independent Director                     | 12.01.2018          | 07.09.2020        |
|                                     |                                       | Shri Jayanto Narayan Choudhury <sup>4</sup> | Non-Executive /Independent Director                                  | 12.01.2018          | 07.09.2020        |
|                                     |                                       | Ms. Banto Devi Kataria <sup>5</sup>         | Non-Executive /Independent Director                                  | 03.02.2020          | ---               |
|                                     |                                       |   | 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          | _____             |
|                                     |                                       |   |  |                     |                   |
|                                     |                                       |   |  |                     |                   |

|  |     |                                     |   |            |            |
|--|-----|-------------------------------------|---|------------|------------|
| <b>Risk Management Committee</b>           | Yes | Shri P.K. Gupta                     | Chairperson /Executive Director                             | 13.08.2020 | ---        |
|  |     | Shri Manoj Jain                     | Executive Director  | 22.05.2020 | ---        |
|  |     | Shri E.S. Ranganathan               | Executive Director  | 01.07.2020 | ---        |
|  |     | Shri A K Tiwari                     | Executive Director  | 01.12.2018 | ---        |
|  |     | Shri Rajeev Mathur                  | Chief Risk Officer (Senior executive) <sup>6</sup>          | 19.07.2018 | ---        |
|  |     | Shri Sashi Menon                    | Head of Treasury (Senior executive) <sup>6</sup>            | 02.05.2018 | ---        |
|  |     | Shri Atul Rastogi                   | Head of BIS (Cybersecurity) (Senior Executive) <sup>6</sup> | 13.08.2020 |            |
|  |     | Shri Ashu Shinghal                  | Head of Strategy (Senior Executive) <sup>6</sup>            | 13.08.2020 |            |
| <b>Stakeholders Relationship Committee</b> | Yes | Dr. Rahul Mukherjee <sup>4</sup>    | Chairperson/Non-Executive / Independent Director            | 03.02.2020 | 07.09.2020 |
|  |     | Shri P.K. Gupta                     | Executive Director  | 02.06.2020 | ---        |
|  |     | Ms. Banto Devi Kataria <sup>5</sup> | Non-Executive / Independent Director                        | 03.02.2020 | ---        |
|  |     |                                     | Chairperson/ Non-Executive /Independent Director            | 08.09.2020 |            |
|  |     | Shri E.S. Ranganathan               | Executive Director  | 08.09.2020 |            |

**Note: 4:** - Shri Jayanto Narayan Choudhury and Dr. Rahul Mukherjee ceased as the Chairperson/ members of the aforementioned Committees as they ceased to be Independent Directors of the Company w.e.f. 07.09.2020.

**Note 5:** - Ms. Banto Devi Kataria (Non-Executive /Independent Director) is appointed as the Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee w.e.f. 08.09.2020. Earlier, she was only member of the said Committee(s)

**Note: 6:** - 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 |
|---|---|--|------------------------------|--|--|
| 06.05.2020  | 14.07.2020  | Yes  | 9                            | 3  |  |
| 15.06.2020  | 13.08.2020  | Yes  | 8                            | 3  |  |
| 24.06.2020  |   |  |                              |  |  |

**\* is filled only for Current Quarter Meetings**

| 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>   |  |                              |  |   |  |
| 14.07.2020   | Yes  | 4                            | 3  | 20.04.2020  |  |
| 07.08.2020   | Yes  | 4                            | 3  | 24.06.2020  |  |
| 13.08.2020   | Yes  | 4                            | 3  |   |  |
| <b>Stakeholders Relationship Committee</b>   |  |                              |  |   |  |
| ---  | ---  | ---                          | ---                                      | ---   | ---  |
| <b>Nomination &amp; Remuneration Committee</b>   |  |                              |  |   |  |
| 07.09.2020   | Yes  | 3                            | 3  | ---   |  |
| <b>Risk Management Committee</b>   |  |                              |  |   |  |
| ---  | ---  | ---                          | ---                                      | -   | ---  |
| <b>* is filled only for Current Quarter Meetings</b>   |  |                              |  |   |  |
| <b>IV. Related Party Transactions</b>  |  |                              |  |   |  |
| <b>Subject</b>   |  |                              |  | <b>Compliance status (Yes/No/NA)</b>                        |  |
| Whether prior approval of audit committee obtained   |  |                              |  | Yes   |  |
| Whether shareholder approval obtained for material RPT   |  |                              |  | Yes <sup>7</sup>  |  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee |  |                              |  | Yes <sup>8</sup>  |  |

*Note 7: GAIL's Shareholders approved the material RPT with Petronet LNG Limited as specified in the Notice of the AGM in 36th AGM of the Company held on 22.09.2020.*

*Note 8: The details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee in its meeting held on 07.08.2020.*

**Verifications**

1. As on 30.09.2020, GAIL's Board comprised of four whole-time Directors including CMD, Two Government Nominee Directors and One Independent Director. 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 on the Board of GAIL (including Independent Directors) are nominated/ appointed by the Government of India.
2. Compliance Report on Corporate Governance for the Quarter ended 30.06.2020 was put up in 417<sup>th</sup> Board Meeting held on 13.08.2020.
3. 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**

## CORPORATE GOVERNANCE REPORT

**(For the six months ending on 30.09.2020 for FY 2020-21)**

| Broad heading  | Regulation Number                    | Compliance status<br>(Yes/No/NA) <sup>refer note below</sup> |
|--|--------------------------------------|--|
| Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website | 46(2)                                | Yes  |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes<br>(Refer Note 1)  |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting   | 19(3)                                | Yes<br>(Refer Note 1)  |
| Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting  | 20(3)                                | Yes.<br>(Refer Note 1)                                       |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes  |

**Note :**

1. Smt. Banto Devi Kataria, Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee was present at the 36<sup>th</sup> Annual General Meeting of the Company for FY 2019-20 held on 22.09.2020 through Video conference.



**(A K Jha)**  
**Company Secretary**