



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

ND/GAIL/SECTT/2019

1st October, 2019

- | | |
|---|---|
| 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 & Half-Yearly Compliance Report on Corporate Governance, in the prescribed format, for the quarter ended 30th September, 2019.

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

(For the six Months ending on 30.09.2019 for FY 2019-20)

Broad heading	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
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
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes (Refer Note 1)
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes. (Refer Note 2)
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<u>Note :</u> <i>1. Shri Rahul Mukherjee, Chairperson of the Committee has nominated Shri Jayanto Narayan Choudhary, Independent Director being one of the Members of the Committee to attend the said AGM on his behalf. (Copy of Authorization Letter Attached as Annexure 1)</i> <i>2. Shri Dinkar Prakash Srivastav, Chairperson of the Committee has nominated Shri Ashutosh Karnatak, CMD & Director (Projects) being one of the Members of the Committee to attend the said AGM on his behalf (Copy of Authorization Letter Attached as Annexure 2)</i>		
 (A K Jha) Company Secretary		

August 8, 2019

Shri A K Jha
Company Secretary
GAIL (India) Limited
16, Bhikaji Cama Place
R K Puram
Delhi - 110066

Sub.: 35th Annual General Meeting of GAIL scheduled for 20.08.2019

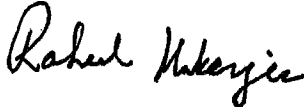
Dear Sir,

This is with reference to GAIL's letter dated 24.07.2019 on the subject mentioned above.

As per the requirements of the Companies Act, 2013, I am required to attend the Annual General Meeting of GAIL scheduled for 20.08.2019 being Chairman of Nomination & Remuneration Committee.

However, due to pre-occupation, I will not be able to attend GAIL's AGM. Therefore, I authorize, *Shri Jayanto Narayan Choudhary*, member of Nomination & Remuneration Committee, to attend GAIL's AGM and represent me at the AGM.

Regards,



(Rahul Mukherjee)
Chairman, Nomination & Remuneration Committee

CC
Shri Jayanto Narayan Choudhary
Flat No. GH-IV/ 8C, Gurugram
One Housing Complex, Mulahera,
Sector - 22, Near Hyatt Place Hotel
and Maruti Gate#1,
Gurugram-122015

August 9, 2019

Shri A K Jha
Company Secretary
GAIL (India) Limited
16, Bhikaji Cama Place
R K Puram
Delhi - 110066

Sub.: 35th Annual General Meeting of GAIL scheduled for 20.08.2019

Dear Sir,

This is with reference to GAIL's letter dated 24.07.2019 on the subject mentioned above.

As per the requirements of the Companies Act, 2013, I am required to attend the Annual General Meeting of GAIL scheduled for 20.08.2019 being Chairman of Stakeholders Relationship Committee.

However, due to pre-occupation, I will not be able to attend GAIL's AGM. Therefore, I authorize, *Shri Ashutosh Karnatak*, member of Stakeholders Relationship Committee, to attend GAIL's AGM and represent me at the AGM.

Regards,

Dinkar Prakash Srivastava
(Dinkar Prakash Srivastava)
Chairman, Stakeholders Relationship Committee

CC
Dr. Ashutosh Karnatak
Director (Projects)
GAIL (India) Limited
16, Bhikaji Cama Place
R.K. Puram
New Delhi – 110066

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : GAIL (INDIA) LIMITED
 2. Quarter ending : 30.09.2019

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 Appoint- ment	Date of Re- appointment	Date of Cessation	Tenur e (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 Indepe- ndent Directo rship in listed entities includi ng this listed entity <i>[in referen ce to proviso to regulati on 17A(1)]</i>	Number of memberships in Audit/Stakeh older 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 Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity <i>(Refer Regulatio n 26(1) of Listing Regulatio ns)</i>
Mr.	B. C. Tripathi	ACDPT4559L & 01657366	Chairperson - Executive Director	01.08.09		31.07.19	---	12.01.60	---	---	---	---
Dr.	Ashutosh Karnatak#	AHGPK1919B & 03267102	Chairperson - Executive Director	01.03.14	---	---	---	07.06.60	3	0	AC - 0 SRC - 1	AC - 0 SRC - 0
Mr.	P.K. Gupta	AAJPG5758J & 01237706	Executive Director	01.02.17	---	---	---	14.3.61	1	0	AC - 0 SRC - 1	AC - 0 SRC - 0

Mr.	Gajendra Singh	AUFPS1125D & 03290248	Executive Director	05.04.17	---	---	---	15.6.60	2	0	AC - 2 SRC - 0	AC - 0 SRC - 0
Mr.	Manoj Jain	AAPPJ6121Q & 07556033	Executive Director	05.06.18	---	---	---	19.8.62	1	0	AC - 1 SRC - 0	AC - 0 SRC - 0
Mr.	A K Tiwari	ACAPT2160N & 07654612	Executive Director	01.12.18	---	---	---	2.11.61	1	0	AC - 1 SRC - 0	AC - 0 SRC - 0
Mr.	Ashutosh Jindal	ABZPJ0151F & 05286122	Non-executive Director – Nominee Director	27.05.19	---	---	---	11.12.71	2	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Ashish Chatterjee	ADMPC7739H & 07688473	Non-executive Director – Nominee Director	23.12.16	---	---	---	21.2.73	2	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	S. K. Srivastava	AHIPS5693L & 02163658	Non-executive Director - Independent Director	20.11.15	19.11.2018	---	4	20.10.54	1	1	AC - 1 SRC - 0	AC - 0 SRC - 0
Mr.	Anupam Kulshreshta	ACAPK5776H & 07352288	Non-executive Director - Independent Director	28.11.15	19.11.2018	---	4	4.3.52	1	1	AC - 1 SRC - 0	AC - 1 SRC - 0

Mr.	Sanjay Tandon	AAGPT7238P & 00484699	Non-executive Director - Independent Director	20.11.15	19.11.2018	----	4	10.09.63	1	1	AC - 2 SRC - 0	AC - 0 SRC - 0
Mr.	Dinkar Prakash Srivastava	AAYP2752H & 07418753	Non-executive Director - Independent Director	31.01.17	----	----	3	7.4.55	1	1	AC - 0 SRC - 1	AC - 0 SRC - 1
Dr.	Anup K. Pujari	AHTPP6079N & 02556335	Non-executive Director - Independent Director	31.01.17	----	----	3	1.2.56	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Jayanto Narayan Choudhury	AAAPC1334M & 07940286	Non-executive Director - Independent Director	15.09.17	---	----	3	5.5.55	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Dr.	Rahul Mukherjee	AEQPM0293R & 07940278	Non-executive Director - Independent Director	15.09.17	---	----	3	9.2.56	1	1	AC - 0 SRC - 1	AC - 0 SRC - 0
Ms.	Banto Devi Kataria	AJYPK7553P & 08194036	Non-executive Director - Independent Director	06.08.18	----	---	3	5.5.64	1	1	AC - 0 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 # Dr. Ashutosh Karnatak, Director (Projects) has been entrusted with interim charge of the post of Chairman & Managing Director w.e.f 01.08.2019. Accordingly, Dr. Ashutosh Karnatak will hold the position of CMD & Director (Projects) w.e.f. 01.08.2019

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 Anupam Kulshreshtha	Chairperson/ Non-Executive /Independent Director	18.12.2015	---
		Shri Sanjay Tandon	Non-Executive /Independent Director	18.12.2015	---
		Shri S.K. Srivastava	Non-Executive /Independent Director	18.12.2015	---
		Shri Gajendra Singh	Executive Director	23.05.2017	---
Nomination & Remuneration Committee	Yes	Dr. Rahul Mukherjee	Chairperson /Non-Executive /Independent Director	12.01.2018	---
		Shri Dinkar Prakash Srivastava	Non-Executive/ Independent Director	23.05.2017	---
		Shri Jayanto Narayan Choudhury	Non-Executive /Independent Director	12.01.2018	---
Risk Management Committee	Yes	Shri Gajendra Singh	Chairperson /Executive Director	31.10.2014	---
		Dr. Ashutosh Karnatak	Executive Director	31.10.2014	---
		Shri P.K. Gupta	Executive Director	31.10.2014	---
		Shri Manoj Jain	Executive Director	31.10.2014	---
		Shri A K Tiwari	Executive Director	31.10.2014	---
		Shri Rajiv Mathur	Chief Risk Officer (Senior executive*)	31.10.2014	---
		Shri Sashi Menon	Head of Treasury (Senior executive*)	31.10.2014	---
Stakeholders Relationship Committee	Yes	Shri Dinkar Prakash Srivastava	Chairperson/ Non-Executive /Independent Director	23.05.2017	---
		Dr. Ashutosh Karnatak	Executive Director	03.05.2015	---
		Shri P.K. Gupta	Executive Director	01.02.2017	---
		Dr. Rahul Mukherjee	Non-Executive / Independent Director	12.01.2018	---

Note : * 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
12.04.2019	12.07.2019	Yes	11	5	33
13.05.2019	09.08.2019	Yes	12	7	
18.05.2019	12.09.2019	Yes	14	7	
27.05.2019					
12.06.2019					
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					
09.07.2019	Yes	4	3	10.04.2019	33
09.08.2019	Yes	4	3	08.05.2019	
12.09.2019	Yes	4	3	27.05.2019	
				12.06.2019	
				28.06.2019	
Stakeholders Relationship Committee					
---	---	---	---	---	---
Nomination & Remuneration Committee					
04.09.2019	Yes	2	2	---	---
Risk Management Committee					
10.09.2019	Yes	5**	---	---	---
Note : ** Out of five members present, two members are Senior Executives who are not the Board members of the Company.					

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 ^{###}


Note: [#] Omnibus approval of the Related Party Transactions was taken in the 185th Audit Committee Meeting held on 10.04.2019

Note: ^{##} The consolidated turnover of the Company as per the audited financial statements for FY 2018-19 is Rs. 75,912 crores and the expected value of transactions with Petronet LNG Limited FY 2019-20 will be approx. Rs. 20,254 crores, which is more than 10% of consolidated turnover of the Company for the FY 2018-19. Therefore Board & Shareholder approval was taken in the 403rd Board Meeting held on 12.06.2019 and 35th Annual General Meeting held on 20.08.2019

Note: ^{###} The details of RPT entered into pursuant to omnibus approval have been reviewed in the 192nd Audit Committee Meeting held on 12.09.2019

VI. Allegations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
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 (applicable to the top 100 listed entities)
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.
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 30.06.2019 was put up in 405th Board Meeting held on 9th August, 2019


A K Jha
Company Secretary