



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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ND/GAIL/SECTT/2020

3rd January, 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 |
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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 31st December, 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

1. Name of Listed Entity : GAIL (INDIA) LIMITED
 2. Quarter ending : 31.12.2019

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 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 provision 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 – Stakeholder 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>
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.	<i>Ashutosh Jindal</i>	<i>ABZPJ0151F & 05286122</i>	<i>Non- executive Director - Nominee Director</i>	<i>27.05.19</i>	<i>---</i>	<i>04.11.2019</i>	<i>---</i>	<i>11.12.71</i>	<i>---</i>	<i>---</i>	<i>---</i>	<i>---</i>
Mr.	Ashish Chatterjee #	ADMPC7739H & 07688473	Non- executive Director - Nominee Director	23.12.16	19.12.2019	---	---	21.02.73	2	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	<i>S. K. Srivastava</i>	<i>AHIPS5693L & 02163658</i>	<i>Non- executive Director - Independent Director</i>	<i>20.11.15</i>	<i>19.11.2018</i>	<i>18.11.2019</i>	<i>4</i>	<i>20.10.54</i>	<i>---</i>	<i>---</i>	<i>---</i>	<i>---</i>
Mr.	<i>Anupam Kulshreshtha</i>	<i>ACAPK5776H & 07352288</i>	<i>Non- executive Director - Independent</i>	<i>28.11.15</i>	<i>19.11.2018</i>	<i>18.11.2019</i>	<i>4</i>	<i>04.03.52</i>	<i>---</i>	<i>---</i>	<i>---</i>	<i>---</i>

			<i>Director</i>									
Mr.	Sanjay Tandon	AAGPT7238P & 00484699	Non-executive Director - Independent Director	20.11.15	19.11.2018	18.11.2019	4	10.09.63				
Mr.	Dinkar Prakash Srivastava	AAYP2752H & 07418753	Non-executive Director - Independent Director	31.01.17			3	07.04.55	1	1	AC - 1 SRC - 1	AC - 0 SRC - 1
Dr.	Anup K. Pujari	AHTPP6079N & 02556335	Non-executive Director - Independent Director	31.01.17			3	01.02.56	1	1	AC - 0 SRC - 1	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 & 07940278	Non-executive Director - Independent Director	15.09.17			3	09.02.56	1	1	AC - 1 SRC - 0	AC - 0 SRC - 0
Ms.	Banto Devi Kataria	AJYPK7553P & 08194036	Non-executive Director - Independent Director	06.08.18			3	05.05.64	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 # Ministry of Petroleum and Natural Gas (MoP&NG), Government of India vide letter bearing no. C- 31033/1/2016-CA/FTS: 42979 dated 12.12.2019 has extended the term of Shri Ashish Chatterjee, Joint Secretary (GP), MoP&NG on the Board of Directors of GAIL (India) Limited for a period of 3 years w.e.f. 19.12.2019

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	18.11.2019
		Shri Sanjay Tandon	Non-Executive /Independent Director	18.12.2015	18.11.2019
		Shri S.K. Srivastava	Non-Executive /Independent Director	18.12.2015	18.11.2019
		Shri Gajendra Singh	Executive Director	23.05.2017	---
		Shri Jayanto Narayan Choudhury	Chairperson/ Non-Executive /Independent Director	20.11.2019	---
		Shri Dinkar Prakash Srivastava	Non-Executive /Independent Director	20.11.2019	---
		Dr. Rahul Mukherjee	Non-Executive /Independent Director	20.11.2019	---
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	05.04.2017	---
		Dr. Ashutosh Karnatak	Executive Director	31.10.2014	---
		Shri P.K. Gupta	Executive Director	01.02.2017	---
		Shri Manoj Jain	Executive Director	05.06.2018	---
		Shri A K Tiwari	Executive Director	01.12.2018	---
		Shri Rajiv Mathur	Chief Risk Officer (Senior executive*)	19.07.2018	---
		Shri Sashi Menon	Head of Treasury (Senior executive*)	02.05.2018	---
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	20.11.2019
		Dr. Anup K. Pujari	Non-Executive / Independent Director	20.11.2019	---

*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
12.07.2019	08.11.2019	Yes	11	7	56
09.08.2019	13.11.2019	Yes	11	7	
12.09.2019	20.12.2019	Yes	11	5	

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
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Audit Committee

30.10.2019	Yes	4	3	09.07.2019	47
08.11.2019	Yes	4	3	09.08.2019	
05.12.2019	Yes	3	2	12.09.2019	

Stakeholders Relationship Committee

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Nomination & Remuneration Committee

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Risk Management Committee

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

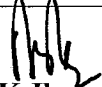
Note: ^{##} The consolidated turnover of the Company as per the audited financial statements for FY 2018-19 is Rs.75,912 crores and the expected value of transactions with Petronet LNG Limited FY 2019-20 will be approx. Rs. 20,254 crores, which is more than 10% of consolidated turnover of the Company 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

VII. Affirmations

1. As on 31.12.2019, GAIL's Board comprised of five whole-time Directors including CMD, One Government nominee Director and Five Independent Directors including woman Director. 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.
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

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 30.09.2019 was put up in 407th Board Meeting held on 08.11.2019
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