



## 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, भारत  
GAIL BHAWAN,  
16 BHIKAIJI 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/2021

12.01.2021

1. Listing Compliance National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai – 400051  <b>Symbol:- GAIL</b>	2. Listing Compliance BSE Limited Floor 1, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001  <b>Scrip Code:- 532155</b>
---	---

**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 31<sup>st</sup> December, 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 : 31.12.2020

<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  [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)  <u>AC – Audit Committee</u>  <u>SRC – Stakeholders Relationship Committee</u>	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	AAPPJ6121Q & 07556033	Chairperson - Executive Director	05.06.18	---	---	---	19.8.62	3	0	AC - 0  SRC - 0	AC - 0  SRC - 0

Mr.	P.K. Gupta	AAJPG5758J & 01237706	Executive Director	01.02.17	---	---	---	14.03.61	2	0	AC - 1 SRC - 1	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 - 1 SRC - 0
Mr.	E. S. Ranganathan	AIIPS9128D & 07417640	Executive Director	01.07.20	---	---	---	30.05.63	1	0	AC - 1 SRC - 1	AC - 0 SRC - 0
Mr	M V Iyer <sup>1</sup>	AABPI7021E & 08198178	Executive Director	25.11.20	---	---	---	05.10.63	1	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Ms	Esha Srivastava <sup>2</sup>	AZJPS9848L & 08504560	Non- executive Director – Nominee Director	24.03.20	---	10.12.20	---	09.06.80	N. A <sup>2</sup>	N. A <sup>2</sup>	N. A <sup>2</sup>	N. A <sup>2</sup>
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.	Usha Suresh <sup>3</sup>	AQXPS2036H & 03433552	Non- executive Director – Nominee Director	10.12.20	---	---	---	17.01.62	1	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Ms.	Banto Devi Kataria	AJYPK7553P & 08194036	Non- executive Director - Independent	06.08.18	---	---	3	05.05.64	1	1	AC - 1 SRC - 1	AC - 1 SRC - 1

			Director									
--	--	--	----------	--	--	--	--	--	--	--	--	--

**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 M V Iyer has been appointed as Director (Business Development) w.e.f. 25.11.2020. The same was informed by the Company to the Stock Exchange(s) vide letter No. ND/GAIL/SECTT/2020 dated 26.11.2020.

**Note 2:** - Ms. Esha Srivastava ceased to be a Non-executive Director (Nominee Director) of the Company on 10.12.2020.

**Note 3:** - Ms. Usha Suresh was appointed as Non-executive Director (Nominee Director) w.e.f. 10.12.2020.

## 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	Ms. Banto Devi Kataria	Chairperson/ Non-Executive /Independent Director	08.09.2020	--
		Shri E. S. Ranganathan	Executive Director	01.07.2020	---
		Shri P.K. Gupta	Executive Director	08.09.2020	---
Nomination & Remuneration Committee	Yes	Ms. Banto Devi Kataria	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	---
Risk Management Committee	Yes	Shri P.K. Gupta	Chairperson /Executive Director	13.08.2020/01.02.2017	---
		Shri Manoj Jain	Executive Director	22.05.2020	---
		Shri E.S. Ranganathan	Executive Director	01.07.2020	---
		Shri M V Iyer	Executive Director	25.11.2020	---
		Shri A K Tiwari	Executive Director	01.12.2018	---
		Shri Rajeev Mathur	Chief Risk Officer (Senior executive) <sup>4</sup>	19.07.2018	31.12.2020

		Shri Sashi Menon	Head of Treasury (Senior executive) <sup>4</sup>	02.05.2018	---
		Shri Atul Rastogi	Head of BIS (Cybersecurity) (Senior Executive) <sup>4</sup>	13.08.2020	---
		Shri Ashu Shinghal	Head of Strategy (Senior Executive) <sup>4</sup>	13.08.2020	---
<b>Stakeholders Relationship Committee</b>	Yes	Ms. Banto Devi Kataria	Chairperson/Non-Executive / Independent Director	08.09.2020	---
		Shri P.K. Gupta	Executive Director	02.06.2020	---
		Shri E.S. Ranganathan	Executive Director	08.09.2020	---

**Note 4:** - 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
14.07.2020	10.11.2020	Yes	6	1	88
13.08.2020	25.11.2020	Yes	6	1	
	16.12.2020	Yes	8	1	

\* is filled only for Current Quarter Meetings

### 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**

22.10.2020	Yes	3	1	14.07.2020	69
10.11.2020	Yes	3	1	07.08.2020	
				13.08.2020	
<b>Stakeholders Relationship Committee</b>					
---	---	---	---	---	---
<b>Nomination &amp; Remuneration Committee</b>					
				07.09.2020	
<b>Risk Management Committee</b>					
03.11.2020	Yes	03	---	---	---
<b>* is filled only for Current Quarter Meetings</b>					
<b>V. 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	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes <sup>5</sup>	
<b>Note 5:-</b> The details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee in its 204 <sup>th</sup> meeting held on 22.10.2020.					
<b>VI. Affirmations</b>					
1. As on 31.12.2020, GAIL's Board comprised of Five 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 30.09.2020 was put up in 418th Board Meeting held on 10.11.2020.					
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**