



## गेल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

## GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

ND/GAIL/SECTT/2019

गेल भवन,  
16 भीकाएजी कामा प्लेस  
नई दिल्ली-110066, इंडिया  
GAIL BHAWAN,  
16 BHIKAIJI CAMA PLACE  
NEW DELHI-110066, INDIA  
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July 12, 2019

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

**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> June, 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



1. Name of the Company : GAIL (INDIA) LIMITED
2. Quarter ending on : 30<sup>th</sup> June, 2019

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ Cessation	Tenure	No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) 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.	B. C. Tripathi	ACDPT4559L & 01657366	Chairperson - Executive Director	01.08.2009	10 years	3	Audit Committee : 0  Stakeholder Relationship Committee : 0	Audit Committee : 0  Stakeholder Relationship Committee: 0
Dr.	Ashutosh Karnatak	AHGPK1919B & 03267102	Executive Director	01.03.2014	6 years and 4 months	1	Audit Committee 0  Stakeholder Relationship Committee: 1	Audit Committee : 0  Stakeholder Relationship Committee: 0





Mr.	P.K. Gupta	AAJPG5758J & 01237706	Executive Director	01.02.2017	4 years and 2 months	1	Audit Committee : 0 Stakeholder Relationship Committee : 1	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Gajendra Singh	AUFPS1125D & 03290248	Executive Director	05.04.2017	3 years and 3 months	2	Audit Committee : 2 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Manoj Jain	AAPPJ6121Q & 07556033	Executive Director	05.06.2018	4 years and 3 months	1	Audit Committee : 1 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	A K Tiwari	ACAPT2160N & 07654612	Executive Director	01.12.2018	3 Years	1	Audit Committee : 1 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Ashutosh Jindal	ABZPJ0151F & 05286122	Non- executive Director – Nominee Director	27.05.2019	3 Years	2	Audit Committee : 0 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0



Mr.	Ashish Chatterjee	ADMPC7739H & 07688473	Non-executive Director – Nominee Director	23.12.2016	3 Years	2	Audit Committee : 0  Stakeholder Relationship Committee: 0	Audit Committee : 0  Stakeholder Relationship Committee: 0
Ms.	Indrani Kaushal	AAUPK7465M	Non-executive Director – Nominee Director	22.09.2017/ 27.05.2019	1 Year and 8 months	2	Audit Committee : 0  Stakeholder Relationship Committee: 0	Audit Committee : 0  Stakeholder Relationship Committee: 0
Mr.	S. K. Srivastava	AHIPS5693L & 02163658	Non-executive Director - Independent Director	20.11.2015	4 Years	1	Audit Committee : 1  Stakeholder Relationship Committee : 0	Audit Committee : 0  Stakeholder Relationship Committee: 0
Mr.	Anupam Kulshreshtha	ACAPK5776H & 07352288	Non-executive Director - Independent Director	28.11.2015 (Date of obtaining of DIN)	4 Years	1	Audit Committee : 1  Stakeholder Relationship Committee : 0	Audit Committee : 1  Stakeholder Relationship Committee: 0



Mr.	Sanjay Tandon	AAGPT7238P & 00484699	Non-executive Director - Independent Director	20.11.2015/ 18.11.2019	4 Years	1	Audit Committee : 2 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Dinkar Prakash Srivastava	AAYP2752H & 07418753	Non-executive Director - Independent Director	31.01.2017	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 1	Audit Committee : 0 Stakeholder Relationship Committee: 1
Dr.	Anup K. Pujari	AHTPP6079N & 02556335	Non-executive Director - Independent Director	31.01.2017	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Jayanto Narayan Choudhury	AAAPC1334M & 07940286	Non-executive Director - Independent Director	15.09.2017	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0



Dr.	Rahul Mukherjee	AEQPM0293R & 07940278	Non-executive Director - Independent Director	15.09.2017	3 Years	1	Audit Committee : 0  Stakeholder Relationship Committee: 1	Audit Committee : 0  Stakeholder Relationship Committee: 0
Ms.	Banto Devi Kataria	AJYPK7553P & 08194036	Non-executive Director - Independent Director	06.08.2018	3 Years	1	Audit Committee : 0  Stakeholder Relationship Committee: 0	Audit Committee : 0  Stakeholder Relationship Committee: 0

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
<b>1. Audit Committee</b>	1. Shri Anupam Kulshreshtha	Chairperson – Non-Executive - Independent Director
	2. Shri Gajendra Singh	Executive Director
	3. Shri Sanjay Tandon	Non-Executive - Independent Director
	4. Shri S.K. Srivastava	Non-Executive - Independent Director
<b>2. Nomination &amp; Remuneration Committee</b>	1. Dr. Rahul Mukherjee	Chairperson – Non-Executive - Independent Director
	2. Shri Dinkar Prakash Srivastava	Non-Executive - Independent Director
	3. Shri Jayanto Narayan Choudhury	Non-Executive - Independent Director
<b>3. Risk Management Committee</b>	1. Shri Gajendra Singh	Chairperson – Executive Director
	2. Dr. Ashutosh Karnatak	Executive Director
	3. Shri P.K. Gupta	Executive Director
	4. Shri Manoj Jain	Executive Director





	5. Shri A K Tiwari	Executive Director
	6. Shri Rajiv Mathur	Chief Risk Officer (Senior executive*)
	7. Shri Sashi Menon	Head of Treasury (Senior executive*)
<b>4. Stakeholders Relationship Committee</b>	1. Shri Dinkar Prakash Srivastava	Chairperson – Non-Executive - Independent Director
	2. Dr. Ashutosh Karnatak	Executive Director
	3. Shri P.K. Gupta	Executive Director
	4. Dr. Rahul Mukherjee	Non-Executive - Independent Director

\* 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	Maximum gap between any two consecutive meetings (in number of days)
05.02.2019	12.04.2019	37
05.03.2019	13.05.2019	
	18.05.2019	
	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 (details)	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>			
10.04.2019	Yes	11.01.2019	42
08.05.2019	Yes	30.01.2019	
27.05.2019	Yes	05.02.2019	
12.06.2019	Yes	26.02.2019	
28.06.2019			



<b>Stakeholders Relationship Committee</b>			
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<b>Nomination &amp; Remuneration Committee</b>			
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<b>Risk Management Committee</b>			
	-----	19.02.2019	-----

*\*\* This information has to be mandatorily given for Audit Committee, for rest of the Committee giving this information is optional.*

#### IV. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes <sup>#</sup>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### ***#Material Related Party Transaction***

*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. GAIL's Board in its 403<sup>rd</sup> meeting held on 12.06.2019 approved Material Related Party Transaction with Petronet LNG Limited for the FY 2019-20 and has recommended the same for the shareholders' approval in its forthcoming Annual General Meeting.*





## V. Affirmations

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
3. The Committee members have been made aware of their powers, role and responsibilities as specified in (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 31.03.2019 was put up in 400<sup>th</sup> Board Meeting held on 13.05.2019 but the item was deferred due to paucity of time. Accordingly it was put up and confirmed in 402<sup>nd</sup> Board Meeting held on 27.05.2019.

(A. K. Jha)

Company Secretary

Dated: 12.07.2019