



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/2017

October 9, 2017

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)


Dear Sir,

This is in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance, in the prescribed format, for the quarter ended on *30th September, 2017*.

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-Sh. Alan Lopes



1. Name of the Company : GAIL (INDIA) LIMITED
2. Quarter ending on : 30th September, 2017

I. Composition of Board of Directors								
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 Directors hip in listed entities including this listed entity (Refer Regulatio n 25(1) of Listing Regulatio ns)	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/ 31.07.2019	5 years or Superannuat ion, whichever is earlier	1	Audit Committee : 0 Stakeholder Relationship Committee : 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
Dr.	Ashutosh Karnatak	AHGPK1919B & 03267102	Executive Director	01.03.2014/ 28.02.2019	5 years or Superannuat ion, whichever is earlier	2	Audit Committee : 2 Stakeholder Relationship Committee: 1	Audit Committee : 0 Stakeholder Relationship Committee: 0
Mr.	Subir Purkayastha	AAEPP4472H & 06850526	Executive Director	01.05.2015/ 30.11.2018	5 years or Superannuat ion, whichever	2	Audit Committee : 2 Stakeholder Relationship	Audit Committee : 2 Stakeholder

Mr.					is earlier			Committee : 0	Relationship Committee: 0
Mr.	P.K. Gupta	AAJPG5758J & 01237706	Executive Director	01.02.2017/ 31.03.2021	5 years or Superannuation, whichever is earlier	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/ 30.06.2020	5 Years or Superannuation, whichever is earlier	1	Audit Committee : 1 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0	
Mr.	Ashish Chatterjee	ADMPC7739H & 07688473	Non-executive Director - Nominee Director	23.12.2016/ 22.12.2019	3 Years	1	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/ 19.11.2018	3 Years	1	Audit Committee : 2 Stakeholder Relationship Committee : 0	Audit Committee : 0 Stakeholder Relationship Committee: 0	
Mr.	Anupam Kulshreshtha	ACAPK5776H & 07352288	Non-executive Director - Independent Director	28.11.2015/ 19.11.2018	3 Years	1	Audit Committee : 1 Stakeholder Relationship Committee : 0	Audit Committee : 1 Stakeholder Relationship Committee: 0	
Mr.	Sanjay Tandon	AAGPT7238P & 00484699	Non-executive Director -	20.11.2015/ 19.11.2018	3 Years	1	Audit Committee : 2 Stakeholder Relationship	Audit Committee : 0 Stakeholder	



Mr.	Dinkar Prakash Srivastava	AAYPS2752H & 07418753	Non-executive Director - Independent Director	31.01.2017/30.01.2020	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 1	Audit Committee : 0 Stakeholder Relationship Committee: 1	Relationship Committee: 0
Dr.	Anup K. Pujari	AHTPP6079N & 02556335	Non-executive Director - Independent Director	31.01.2017/30.01.2020	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0	Relationship Committee: 0
Mr.	Jayanto Narayan Choudhury	AAAPC1334M & 07940286	Non-executive Director - Independent Director	15.09.2017/07.09.2020	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0	Relationship Committee: 0
Mr.	Rahul Mukherjee	AEQPM0293R & 07940278	Non-executive Director - Independent Director	15.09.2017/07.09.2020	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0	Relationship Committee: 0
Ms.	Indrani Kaushal	AAUPK7465M & 02091078	Non-executive Director - Nominee Director	22.09.2017/21.09.2020	3 Years	2	Audit Committee : 1 Stakeholder Relationship Committee: 1	Audit Committee : 0 Stakeholder Relationship Committee: 1	Relationship Committee: 1
II. Composition of Committees									
Name of Committee				Name of Committee members			Category		
1. Audit Committee				1. Shri Anupam Kulshreshtha			(Chairperson/Executive/Non-Executive/Independent/Nominee)		
							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	
2. Nomination & Remuneration Committee	1. Shri Sanjay Tandon	Chairperson – Non-Executive - Independent Director	
	2. Shri Dinkar Prakash Srivastava	Non-Executive - Independent Director	
	3. Dr. Anup K.Pujari	Non-Executive - Independent Director	
3. Risk Management Committee	1. Shri Gajendra Singh	Chairperson – Executive Director	
	2. Shri Subir Purkayastha	Executive Director	
	3. Dr. Ashutosh Karnatak	Executive Director	
	4. Shri P.K. Gupta	Executive Director	
	5. Shri A.K. Singh	Senior executive*	
	6. Shri V.K.Mishra	Senior executive*	
4. Stakeholders Relationship Committee	1. Shri Dinkar Prakash Srivastava	Chairperson – Non-Executive - Independent Director	
	2. Dr. Ashutosh Karnatak	Executive Director	
	3. Shri P.K. Gupta	Executive Director	
<i>* Senior Executive includes those members of Risk Management Committee who are not on the Board of Directors of the Company.</i>			
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)	
06.04.2017	18.07.2017	56	
26.04.2017	10.08.2017		
22.05.2017	15.09.2017		
	27.09.2017		
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 **



Audit Committee	
17.07.2017	Yes
28.07.2017	Yes
10.08.2017	Yes
	26.04.2017
	08.05.2017
	22.05.2017
	55
Stakeholders Relationship Committee	

Nomination & Remuneration Committee	

22.09.2017	Yes

Risk Management Committee	

10.07.2017	Yes

** This information has to be mandatorily given for Audit Committee, for rest of the Committee giving this information is optional.	
V. 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
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Material Related Party Transaction	
<p>Petronet LNG Limited (PLL) is a joint venture of GAIL and is related party of the Company as per provision of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. GAIL has 12.5% equity stake in PLL along with Bharat Petroleum Corporation Limited, Oil and Natural Gas Corporation Limited and Indian Oil Corporation Limited as equal partners. GAIL, inter-alia, procures LNG Cargoes and re-gasified Liquefied Natural Gas from PLL and utilizes re-gasification facilities of PLL LNG re-gasification terminal(s) located at Dahej, Gujarat and Kochi, Kerala.</p> <p>Shareholders in Annual General Meeting held on 12.09.2017 has, inter-alia, approved proposed Material Related Party Transactions with Petronet LNG Limited for FY 2017-18 for approx. Rs. 19,100 crores which was likely to exceed 10% of the consolidated turnover of the Company for FY 2016-17.</p>	
VI. Affirmations	
<p>1. As on 30.09.2017, GAIL's Board comprised of Five whole-time Directors including CMD, Two Government nominee Directors and Seven Independent Directors. 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.</p>	



2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
- Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - 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 ending 30th June, 2017 has been placed before the Board of Director in its 375th Board Meeting held on 10.08.2017.



(A.K. Jha)
Company Secretary

Dated:

Corporate Governance Report

1. Name of the Company : GAIL (INDIA) LIMITED

2. Half year ended on : 30th September, 2017

I. Affirmations		
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, and 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
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes
<p>Note:-</p> <ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here. 		
		 (A.K.Jha) Company Secretary