



गैल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

गैल भवन,  
16 भीकाएजी कामा प्लेस  
नई दिल्ली-110066, भारत  
GAIL BHAWAN,  
16 BHIKAIJI CAMA PLACE  
NEW DELHI-110066, INDIA  
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फैक्स/FAX: +91 11 26185941  
ई-मेल/E-mail: info@gail.co.in

ND/GAIL/SECTT/2021

20.10.2021

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 Symbol:- GAIL	2. Listing Compliance BSE Limited Floor 1, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001 Scrip Code:- 532155
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**Sub.: Compliance Report on Corporate Governance – Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and half year ended 30<sup>th</sup> September, 2021**

Dear Sir/Madam,

Please find enclosed herewith Compliance Report on Corporate Governance, in the prescribed format, for the quarter and half-year ended 30<sup>th</sup> September, 2021.

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 : 30.09.2021

<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  <i>[in reference to Regulation 17A(1)]</i>	No of Independent Directorship in listed entities including this listed entity  <i>[in reference to proviso to regulation 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 – Stakeholders 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>
Mr.	Manoj Jain	AAPPJ6121Q & 07556033	Chairperson - Executive Director	05.06.18	---	---	---	19.08.62	3	0	AC - 0  SRC - 0	AC - 0  SRC - 0
Mr.	A. K. Tiwari	ACAPT2160N & 07654612	Executive Director	01.12.18	---	---	---	02.11.61	1	0	AC - 1  SRC - 1	AC - 1  SRC - 0
Mr.	E. S. Rangana than	AIIPS9128D & 07417640	Executive Director	01.07.20	---	---	---	30.05.63	1	0	AC - 1  SRC - 1	AC - 0  SRC - 0
Mr.	M V Iyer	AABPI7021E & 08198178	Executive Director	25.11.20	---	---	---	05.10.63	1	0	AC - 1  SRC - 0	AC - 0  SRC - 0

Ms.	Usha Suresh	AQXPS2036H & 03433552	Non-executive Director – Nominee Director	10.12.20	---	---		17.01.62	1	0	AC - 1 SRC - 0	AC - 1 SRC - 0
Dr.	Navneet Mohan Kothari	AIWPK6532D & 02651712	Non-executive Director – Nominee Director	16.06.21	---	---		05.09.77	2	0	AC - 0 SRC - 1	AC - 0 SRC - 1
Ms.	Banto Devi Kataria	AJYPK7553P & 08194036	Non-executive Director - Independent Director	06.08.18	---	06.08.21	3	05.05.64	1	1	AC - 1 SRC - 1	AC - 1 SRC - 1

**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)

## 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 in the Committee	Date of Cessation from the Committee
<b>Audit Committee</b>	Yes	Ms. Banto Devi Kataria	Chairperson/ Non-Executive /Independent Director	Member-03.02.2020/ Chairperson- 08.09.2020	06.08.2021
		Smt. Usha Suresh	Chairperson/ Non-executive Director – Nominee Director	06.08.2021	---
		Shri E. S. Ranganathan	Executive Director	01.07.2020	---
		Shri M V Iyer	Executive Director	25.11.2020	---
<b>Nomination &amp; Remuneration Committee</b>	Yes	Ms. Banto Devi Kataria	Chairperson /Non-Executive /Independent Director	Member-03.02.2020/ Chairperson- 08.09.2020	06.08.2021

		Dr. Navneet Mohan Kothari	Chairman/ Non-executive Director – Nominee Director	06.08.2021	---
		Shri A. K. Tiwari	Executive Director	08.09.2020	---
		Shri E. S. Ranganathan	Executive Director	01.07.2020	---
<b>Risk Management Committee</b>	Yes	Smt. Usha Suresh	Chairperson / Executive Director	06.08.2021	---
		Shri A K Tiwari	Chairperson / Executive Director	Chairperson- 01.04.2021 / Member- 01.12.2018	05.08.2021
		Ms. Banto Devi Kataria	Independent Director	19.07.2021	06.08.2021
		Shri E.S. Ranganathan	Executive Director	01.07.2020	---
		Shri M V Iyer	Executive Director	25.11.2020	---
		Shri Sashi Menon	Head of Treasury (Senior executive) <sup>1</sup>	02.05.2018	19.07.2021
		Shri Atul Rastogi	Head of BIS (Cybersecurity) (Senior Executive) <sup>1</sup>	13.08.2020	19.07.2021
		Shri Ashu Shinghal	Head of Strategy (Senior Executive) <sup>1</sup> / Chief Risk Officer, ED (CSPA, RM & TQM)	13.08.2020 / 18.06.2021	19.07.2021
<b>Stakeholders Relationship Committee</b>	Yes	Ms. Banto Devi Kataria	Chairperson/Non-Executive / Independent Director	Member-03.02.2020/ Chairperson- 08.09.2020	06.08.2021
		Dr. Navneet Mohan Kothari	Chairman/ Non-executive Director – Nominee Director	06.08.2021	---
		Shri E.S. Ranganathan	Executive Director	01.07.2021	---
		Shri A K Tiwari	Executive Director	01.04.2021	---

**Note 1:** - 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
27.05.2021	05.07.2021	Yes	7	1	37
09.06.2021	19.07.2021	Yes	6	1	
	05.08.2021	Yes	7	1	

	12.09.2021	Yes	6	0	
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**\* 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
<b>Audit Committee</b>					
19.07.2021	Yes	3	1	09.06.2021	39
29.07.2021	Yes	3	1		
05.08.2021	Yes	3	1		
11.09.2021	Yes	3	0		

**Stakeholders Relationship Committee**

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**Nomination & Remuneration Committee**

04.08.2021	Yes	3	1	---	---
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**Risk Management Committee**

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**\* is filled only for Current Quarter Meetings**

**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 <sup>2</sup>

**Note 2:** - The details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee in its 210<sup>th</sup> meeting held on 09.06.2021.

## VI. Affirmations

1. As on 30.09.2021, GAIL's Board comprised of Four whole-time Directors including CMD and Two Government Nominee Directors. 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. Appointments of Directors is outside the purview/ control of the GAIL's management.

2. The composition of the following committees is not in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk management committee

GAIL's Board comprised of Four whole-time Directors including CMD and Two Government nominee Directors. Tenure of Ms. Banto Devi Kataria, Independent Director completed on 05.08.2021. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee consist of three members out of which Chairperson is a Government Nominee Director (Non-executive) and other two members are whole-time Directors.

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 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 30.06.2021 was put up in 429th Meeting of GAIL Board held on 05.08.2021. GAIL Board was of the view that appointment of Directors does not fall within the powers of the Board of Directors of the Company being a PSU and advised that the matter for appointment of requisite number of Directors on the Board may continuously be pursued with the MoP&NG, Government of India. GAIL's Board also advised that it may be highlighted to the stock exchanges that GAIL should not be held liable for the non-compliance which is beyond the control of the Company and no penalties should be levied for the same.

Sd/-  
**A K Jha**  
Company Secretary

## CORPORATE GOVERNANCE REPORT

(For the six months ending on 30.09.2021 for FY 2021-22)

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes.
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Sd/-</b> <b>(A. K. Jha)</b> <b>Company Secretary</b>		

**Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**

**Half year ending – 30<sup>th</sup> September, 2021**

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

<b>Entity</b>	<b>Type (Guarantee, Comfort Letter, etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them	Nil	Nil	Nil



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

<b>Entity</b>	<b>Type of Security (Cash, Shares etc.)</b>	<b>Aggregate value of securities provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. – **Not Applicable**

**Sd/-  
CFO**

**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/ for the Government or government company

b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.

c) by a banking company or an insurance company ; and

d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table