



## 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 BHIKAJI CAMA PLACE  
NEW DELHI-110066, INDIA  
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ई-मेल/E-mail: info@gail.co.in

ND/GAIL/SECTT/2023

12.10.2023

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 ended 30.09.2023**

Dear Sir/Madam,

Please find enclosed herewith Compliance Report on Corporate Governance, in the prescribed format, for the quarter ended 30.09.2023.

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

**(Mahesh Kumar Agarwal)**  
**Company Secretary**

**Encl.:** As above

**Copy to:**

1. Deutsche Bank AG, Filiale Mumbai  
TSS & Global Equity Services  
The Capital, 14th Floor, C-70, G Block,  
Bandra Kurla Complex, Mumbai -400051
2. IDBI Trusteeship Services Limited, Asian Building,  
Ground Floor, 17, R. Kamani Marg, Ballard Estate,  
Mumbai – 400 001

K/A- Ms. Aparna Salunke

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity : GAIL (INDIA) LIMITED

2. Quarter ending : 30.09.2023

<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 Months)	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.	Sandeep Kumar Gupta	ACXPG1 515B & 07570165	Chairperson - Executive Director	03.10.22	03.10.22	---	---	11.02.66	2	0	AC - 0 SRC - 1	AC - 0 SRC - 0
Mr.	Mahesh Vishwanathan Iyer	AABPI70 21E & 08198178	Executive Director	25.11.20	25.11.20	---	---	05.10.63	2	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Rakesh Kumar Jain	ABFPJ71 53F & 08788595	Executive Director	01.12.21	01.12.21	---	---	19.06.66	2	0	AC - 1 SRC - 1	AC - 1 SRC - 0
Mr.	Deepak Gupta	ACYPG5 712B & 09503339	Executive Director	12.02.22	12.02.22	---	---	12.02.69	1	0	AC - 2 SRC - 0	AC - 1 SRC - 0

Mr.	Ayush Gupta	ACUPG5 160D & 09681775	Executive Director	22.08.22	22.08.22	---	---	25.12.70	1	0	AC - 0 SRC - 1	AC - 0 SRC - 0
Mr.	Sanjay Kumar	AFMPK6 214K & 08346704	Executive Director	15.06.23	15.06.23	---	---	15.06.67	1	0	AC - 1 SRC - 0	AC - 0 SRC - 0
Mr.	Praveen Mal Khanooja	ADJPM3 796M & 09746472	Government Nominee Director	16.05.23	16.05.23	---	---	21.10.69	2	0	AC - 1 SRC - 0	AC - 1 SRC - 0
Mr.	Kushagra Mittal	AMDPM 4809J & 09026246	Government Nominee Director	16.05.23	16.05.23	---	---	01.01.83	1	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Akhilesh Jain	ADJPJ80 24H & 07731983	Non-executive Director - Independent Director	08.11.21	08.11.21	---	22.8	15.12.73	1	1	AC - 1 SRC - 0	AC - 1 SRC - 0
Mr.	Sher Singh	CXOPS5 508N & 09404758	Non-executive Director - Independent Director	22.11.21	22.11.21	---	22.8	01.01.65	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Sanjay Kashyap	AJDPK90 77B & 09402360	Non-executive Director - Independent Director	17.11.21	17.11.21	---	22.8	03.07.74	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Dr.	Nandhagopal Narayanasamy	ADOPN7 134P & 06535490	Non-executive Director - Independent Director	17.11.21	17.11.21	---	22.8	15.06.70	1	1	AC - 0 SRC - 0	AC - 0 SRC - 0
Ms.	Kangabam Inaocha Devi	BGDPD1 744E & 07812922	Non-executive Director - Independent Director	18.11.21	18.11.21	---	22.8	14.11.77	1	1	AC - 0 SRC - 1	AC - 0 SRC - 1

Dr.	Ravikant Kolhe	AGWPK0 219K & 09406892	Non-executive Director - Independent Director	22.11.21	22.11.21	---	22.8	02.08.64	1	1	AC - 1 SRC - 0	AC - 0 SRC - 0
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**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 chairpers on appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)	Date of Appointment in the Committee	Date of Cessation from the Committee
Audit Committee	Yes	Shri Akhilesh Jain	Chairperson/Non-executive Director - Independent Director	03.12.2021	---
		Shri Sanjay Kumar	Executive Director	20.06.2023	---
		Prof. Dr. Ravikant Kolhe	Non-executive Director -Independent Director	03.12.2021	---
Nomination & Remuneration Committee	Yes	Dr. Nandhagopal Narayanasamy	Chairperson/ Non-executive Director - Independent Director	03.12.2021	---
		Shri Kushagra Mittal	Non-executive Director – Nominee Director	25.05.2023	---
		Shri Sher Singh	Non-executive Director -Independent Director	03.12.2021	---
Risk Management Committee	Yes	Shri Sher Singh	Chairperson / Non-executive Director - Independent Director	03.12.2021	---
		Smt. Kangabam Inaocha Devi	Non-executive Director -Independent Director	03.12.2021	---
		Shri Mahesh Vishwanathan Iyer	Executive Director	20.06.2023	---
		Shri Rakesh Kumar Jain	Executive Director	01.12.2021	---
		Shri Sanjay Kumar	Executive Director	20.06.2023	---

Stakeholders Relationship Committee	Yes	Smt. Kangabam Inaocha Devi	Chairperson/ Non-executive Director - Independent Director	03.12.2021	---
		Shri Rakesh Kumar Jain	Executive Director	20.06.2023	---
		Shri Ayush Gupta	Executive Director	01.09.2022	---
Corporate Social Responsibility Committee	Yes	Shri. Sandeep Kumar Gupta	Executive Director	03.10.2022	---
		Shri Ayush Gupta	Executive Director	01.09.2022	---
		Shri Akhilesh Jain	Chairperson/ Non-executive Director - Independent Director	03.12.2021	---
		Shri Sanjay Kashyap	Chairperson/ Non-executive Director - Independent Director	03.12.2021	---

### 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
17.04.2023	31.07.2023	Yes	13	6	30
18.05.2023	26.08.2023	Yes	14	6	
14.06.2023	---	Yes	---	---	
30.06.2023	---	Yes	---	---	

\* 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>					
17.07.2023	Yes	3	2	18.04.2023	42
31.07.2023	Yes	3	2	28.04.2023	
---	---	---	---	18.05.2023	
---	---	---	---	28.06.2023	

<b>Nomination &amp; Remuneration Committee</b>					
13.07.2023	Yes	3	2	---	70
22.09.2023	Yes	3	2	---	
<b>Corporate &amp; Social Responsibility Committee</b>					
26.09.2023	Yes	4	2	17.04.2023	97
---	---	---	---	20.06.2023	
<b>Risk Management Committee</b>					
01.08.2023	Yes	4	2	---	---
<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>1</sup>	
<i>Note 1: - The details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee in its 234<sup>th</sup> meeting held on 28.06.2023.</i>					
<b>VI. Affirmations</b>					
<p>1. 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. Appointment(s) of Directors is outside the purview/control of the GAIL's management. As on 30.09.2023, GAIL's Board comprised of Six whole-time Directors including CMD and Two Government Nominee Directors and Six Independent Directors. GAIL is fully compliant with regard to the composition of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee as per provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>3. 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.</p> <p>4. Compliance Report on Corporate Governance for the Quarter ended 30.06.2023 was put up in 459<sup>th</sup> Meeting of the Board held on 31.07.2023.</p>					
<p><i>Mahesh Agarwal</i></p> <p><b>(Mahesh Kumar Agarwal)</b> Company Secretary</p>					

### Details of Cyber Security Incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	N.A.	Brief details of the event	N.A.

**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, 2023**

**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:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
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:

Entity	Type (Guarantee, Comfort Letter, etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
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:

Entity	Type of Security (Cash, Shares etc.)	Aggregate value of securities provided during six months	Balance outstanding at the end of six months
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

**CORPORATE GOVERNANCE REPORT**

**(For the six months ending on 30.09.2023)**

<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
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
  <b>(Mahesh Kumar Agarwal)</b> <b>Company Secretary</b>		