



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
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ND/GAIL/SECTT/2024

08.01.2024

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 31.12.2023

Dear Sir/Madam,

Please find enclosed herewith Compliance Report on Corporate Governance, in the prescribed format, for the quarter ended 31.12.2023.

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 Capri, 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 : 31.12.2023

I. Composition of Board of Directors												
Title (Mr./M/s.)	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 [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.	Sandeep Kumar Gupta	ACXPG1 515B & 07570165	Chairperson - Executive Director	03.10.22	03.10.22	---	---	11.02.66	3	0	AC - 0 SRC - 1	AC - 0 SRC - 0
Mr.	Mahesh Vishwanathan Iyer	AABPI70 21E & 08198178	Executive Director	25.11.20	25.11.20	01.11.23	---	05.10.63	0	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 - 1 SRC - 0	AC - 0 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 - 2 SRC - 0	AC - 0 SRC - 0
Mr.	Rajeev Kumar Singhal	AHZPS81 40D & 09230386	Executive Director	28.11.23	28.11.23	---	---	05.02.68	1	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Praveen Mal Khanooja	ADJPM3 796M & 09746472	Government Nominee Director	16.05.23	16.05.23	18.10.23	---	21.10.69	0	0	AC - 0 SRC - 0	AC - 0 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.	Asheesh Joshi	AJAPJ08 46L & 09005888	Government Nominee Director	18.10.23	18.10.23	---	---	05.01.77	1	0	AC - 0 SRC - 0	AC - 0 SRC - 0
Mr.	Akhilesh Jain	ADJJP80 24H & 07731983	Non-executive Director - Independent Director	08.11.21	08.11.21	---	25.8	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	---	25.8	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	---	25.8	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	---	25.8	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	---	25.8	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	---	25.8	02.08.64	1	1	AC - 1 SRC - 0	AC - 0 SRC - 0

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	01.11.2023
		Shri Rakesh Kumar Jain	Executive Director	01.12.2021	---
		Shri Sanjay Kumar	Executive Director	20.06.2023	---
		Shri Rajeev Kumar Singhal	Executive Director	28.11.2023	---

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	Chairperson/ Executive Director	03.10.2022	---
		Shri Ayush Gupta	Executive Director	01.09.2022	---
		Shri Akhilesh Jain	Non-executive Director -Independent Director	03.12.2021	---
		Shri Sanjay Kashyap	Non-executive Director -Independent Director	03.12.2021	---

III. Meeting of Board of Directors

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
06.10.2023	Yes	14	6	31.07.2023	40
31.10.2023	Yes	13	6	26.08.2023	
28.11.2023	Yes	13	6	---	
29.12.2023	Yes	14	6	---	

* 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					
06.10.2023	Yes	2	2	17.07.2023	66
31.10.2023	Yes	3	2	31.07.2023	
Nomination & Remuneration Committee					
---	---	---	---	13.07.2023	70
---	---	---	---	22.09.2023	
Corporate & Social Responsibility Committee					
13.11.2023	Yes	4	2	26.09.2023	47
29.12.2023	Yes	4	2	---	
Risk Management Committee					
---	---	---	---	01.08.2023	---
Stakeholders Relationship Committee					
20.12.2023	Yes	3	1	---	---
* 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 ¹	
<i>Note 1: - The details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee in its 237th meeting held on 06.10.2023.</i>					
VI. Affirmations					
<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 31.12.2023, GAIL's Board comprised of Six whole-time Directors including CMD, 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>					

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.
4. Compliance Report on Corporate Governance for the Quarter ended 30.09.2023 was put up in 462nd Meeting of the Board held on 31.10.2023.

Maresh Agarwal

(Mahesh Kumar Agarwal)
Company Secretary

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.

mahesh Agarwal

Affirmation for the quarter ended 31.12.2023

Affirmations		
Sr. No.	Subject	Compliance status (Yes/No/NA)
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7.	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.	Yes
8.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
<p style="text-align: center;"><i>Mahesh Agarwal</i> (Mahesh Kumar Agarwal) Company Secretary</p>		