



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/2018

January 3, 2018

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

Sub.: Quarterly Compliance Report on Corporate Governance – Regulation 27(2)(a) of the 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 on *31st December, 2017*.

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-Sh. Alan Lopes



1. Name of the Company : GAIL (INDIA) LIMITED
2. Quarter ending on : 31st December, 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 Regulation 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	1	Audit Committee : 0 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 : 3 Stakeholder Relationship Committee : 1	Audit Committee : 2 Stakeholder Relationship Committee: 0



							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		
Ms.	Indrani Kaushal	AAUPK7465M & 02091078	Non-executive Director - Nominee Director	22.09.2017/ 21.09.2020	3 Years	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/ 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	28.11.2015/ 19.11.2018	3 Years	1	Audit Committee : 1 Stakeholder Relationship Committee : 0	Audit Committee : 1 Stakeholder Relationship		



Mr.	Sanjay Tandon	AAGPT7238P & 00484699	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.	Dinkar Prakash Srivastava	AAYP2752H & 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
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
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
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
II. Composition of Committees								
Name of Committee		Name of Committee members			Category (Chairperson/Executive/Non-Executive/Independent/Nominee)			
1. Audit Committee		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	
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	
* Senior Executive includes those members of Risk Management Committee who are not on the Board of Directors 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)	
10.08.2017	11.10.2017	33	
15.09.2017	14.11.2017		
27.09.2017	12.12.2017		
	21.12.2017		
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		61
11.10.2017	Yes	17.07.2017
09.11.2017	Yes	28.07.2017
14.11.2017	Yes	10.08.2017
15.12.2017		
Stakeholders Relationship Committee		
27.11.2017	Yes	-----
Nomination & Remuneration Committee		
10.10.2017	Yes	-----
21.12.2017	Yes	
Risk Management Committee		
-----	-----	-----
<i>** This information has to be mandatorily given for Audit Committee, for rest of the Committee giving this information is optional.</i>		
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 31.12.2017, 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</p>		



of India; all the Directors are nominated/appointed by the Government of India.

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 ending **30th September, 2017** has been placed before the Board of Director in its **379th Board Meeting** held on **14.11.2017**.

Dated: 03/01/2018

(A.K.Jha)
Company Secretary