



**गेल (इंडिया) लिमिटेड**

(भारत सरकार का उपक्रम – महारत्न कंपनी)

**GAIL (India) Limited**

(A Government of India Undertaking - A Maharatna Company)

ND/GAIL/SECTT/2018

गेल भवन,  
16 भीकाजी कामा प्लेस  
नई दिल्ली-110066, इंडिया

GAIL BHAWAN,  
16 BHIKAJI CAMA PLACE  
NEW DELHI-110066, INDIA  
Qksu@PHONE: +91 11 26182955  
फैक्स/FAX: +91 11 26185941  
ई-मेल/E-mail: info@gail.co.in

04.10.2018

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
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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/Half yearly Compliance Report on Corporate Governance, in the prescribed format, for the quarter ended on 30<sup>th</sup> September, 2018.

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



1. Name of the Company : GAIL (INDIA) LIMITED
2. Quarter ending on : 30<sup>th</sup> September, 2018

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 Directorship in listed entities including this listed entity  (Refer Regulation 25(I) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in 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 Superannuation, 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 Superannuation, 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 Superannuation, whichever is earlier	2	Audit Committee : 2 Stakeholder Relationship Committee: 0	Audit Committee : 1 Stakeholder 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	Committee : 0 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.	Manoj Jain	AAPPJ6121Q & 07556033	Executive Director	05.06.2018/ ( 31.08. 2022	5 Years or Superannuation, whichever is earlier	1	Audit Committee : 0 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	2	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 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.	Sarjay 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	AAYP52752H & 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
Dr.	Rahul Mukherjee	AEQPM0293R & 07940278	Non-executive Director - Independent Director	15.09.2017/07.09.2020	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 1	Audit Committee : 0 Stakeholder Relationship Committee: 0
Smt.	Banto Devi Kataria	AJYPK7553P & 08194036	Non-executive Director - Independent Director	06.08.2018/05.08.2021	3 Years	1	Audit Committee : 0 Stakeholder Relationship Committee: 0	Audit Committee : 0 Stakeholder Relationship Committee: 0
<b>II. Composition of Committees</b>								
<b>Name of Committee</b>			<b>Name of Committee members</b>			<b>Category</b>		
<b>1. Audit Committee</b>			1. Shri Anupam Kulshreshtha			(Chairperson/Executive/Non-Executive/Independent/Nominee)		
			2. Shri Gajendra Singh			Chairperson - Non-Executive - Independent Director		
			3. Shri Sanjay Tandon			Executive Director		
			4. Shri S.K. Srivastava			Non-Executive - Independent Director		
<b>2. Nomination &amp; Remuneration Committee</b>			1. Dr. Rahul Mukherjee			Non-Executive - Independent Director		
			2. Shri Dinkar Prakash Srivastava			Chairperson - Non-Executive - Independent Director		
			3. Shri Jayanto Narayan Choudhury			Non-Executive - Independent Director		

<b>3. Risk Management Committee</b>	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 Manoj Jain	Executive Director
	6. Shri Rajiv Mathur	Chief Risk Officer (Senior executive*)
	7. Shri Sashi Menon	Head of Treasury (Senior executive*)
<b>4. Stakeholders Relationship Committee</b>	1. Shri Dinkar Prakash Srivastava	Chairperson – Non-Executive - Independent Director
	2. Dr. Ashutosh Karnatak	Executive Director
	3. Shri P.K. Gupta	Executive Director
	4. Dr. Rahul Mukherjee	Non-Executive - Independent Director

\* Senior Executive includes those members of Risk Management Committee who are not the Board members of the Company.

<b>III. Meeting of Board of Directors</b>		
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)
13.04.2018	12.07.2018	<b>31</b>
11.05.2018	10.08.2018	
24.05.2018	11.09.2018	
05.06.2018		
12.06.2018		

<b>IV. Meeting of Committees</b>			
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 **
<b>Audit Committee</b>			
09.07.2018	Yes	24.05.2018	<b>22</b>
31.07.2018	Yes	11.06.2018	

10.08.2018	Yes	Stakeholders Relationship Committee
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14.09.2018	Yes	Nomination & Remuneration Committee
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** This information has to be mandatorily given for Audit Committee, for rest of the Committee giving this information is optional.		
<b>IV. Related Party Transactions</b>		
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>refer note below</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	
<b># Material Related Party Transaction</b>		
The consolidated turnover of the Company as per the audited financial statements for FY 2017-18 is Rs. 53,825 crores and the expected value of transactions with Petronet LNG Limited FY 2018-19 will be approx. Rs. 20,625 crores including regasification charges, which is more than 10% of consolidated turnover of the Company for FY 2017-18. Therefore Board & Shareholder approval was taken in the Board Meeting and Annual General Meeting held on 12 <sup>th</sup> July, 2018 and 11 <sup>th</sup> September, 2018 respectively.		
<b>V. Affirmations</b>		
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.		
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 30.06.2018 has been placed before the Board of Director in its 392nd Board Meeting held on 10.08.2018.



(A.K.Jha)

Company Secretary


Dated: 04/10/2018





## Corporate Governance Report

1. Name of the Company : GAIL (INDIA) LIMITED
2. Half year ended on : 30<sup>th</sup> September, 2018

<b>I. Affirmations</b>		
Broad heading	Regulation Number	Compliance status(Yes/No/NA) <small>refer note below</small>
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><b>Note:-</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
		 (A.K.Jha) Company Secretary

*Asst.*