



## 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 BHIKAIJI CAMA PLACE  
NEW DELHI-110066, INDIA  
फोन/PHONE: +91 11 26182955  
फैक्स/FAX: +91 11 26185941  
ई-मेल/E-mail: info@gail.co.in

एनडी/गेल/सेक्ट/2023

11.05.2023

1. लिस्टिंग अनुपालन नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाज़ा, 5वीं मंजिल, प्लॉट सं.सी/1, जी ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व) मुम्बई- 400051 स्क्रिप कोड: गेल	2. लिस्टिंग अनुपालन बीएसई लिमिटेड फ्लोर 1, फिरोज़ जीजीभाय टॉवर्स, दलाल स्ट्रीट, मुम्बई – 400001 स्क्रिप कोड: 532155
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#### **विषय : दिनांक 31.03.2023 को समाप्त वित्तीय वर्ष हेतु सचिवीय अनुपालन रिपोर्ट**

महोदय/महोदया

कृपया दिनांक 31 मार्च, 2023 को समाप्त वित्तीय वर्ष के लिए मैसर्स अग्रवाल एस एंड एसोसिएट्स, प्रैक्टिसिंग कंपनी सेक्रेटरीज, नई दिल्ली द्वारा जारी संलग्न सचिवीय अनुपालन रिपोर्ट प्राप्त करने का कष्ट करें।

यह सूचित किया जाता है कि सेबी (सूचीबद्धता बाध्यताएं एवं प्रकटन अपेक्षाएं) विनियमन, 2015 के विनियम 24ए के अनुपालन में है।

यह आपकी सूचना एवं रिकॉर्ड हेतु है।

धन्यवाद,

भवदीय

*महेश*

(महेश कुमार अग्रवाल)

कंपनी सचिव

प्रति:

1. ऊ्यूश बैंक ए जी, फिलिआले मुंबई  
टीएसएस एंड ग्लोबल इक्विटी सर्विसेस  
द कैपिटल, 14वीं मंजिल  
सी-70, जी ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स  
मुम्बई-400051

ध्यानाकर्षण : सुश्री अपर्णा सालुंके

2. बेकॉन ट्रस्टीशिप लिमिटेड,  
4 सी एंड डी, सिद्धिविनायक चेंबर्स,  
गांधी नगर, एमआईजी क्रिकेट क्लब के पीछे,  
बांद्रा (पूर्व), मुंबई- 400 051

ध्यानाकर्षण : श्री कोस्तुभ कुलकर्णी



**Secretarial Compliance Report Of  
GAIL (INDIA) LIMITED  
For the year ended 31<sup>st</sup> March, 2023**

We, Agarwal S. & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **GAIL (India) Limited** ("the listed entity" or "GAIL"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,

any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Rules, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations including amendments thereto, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes  Yes	None

3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013</p>	Yes	None
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	None
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	No	<p>The Company has stated that The Directors of the Company are appointed/ nominated by the Government of India therefore the performance</p>

<p>evaluation is also to be done by Government of India being appointing authority. Further, as per notification dated 5<sup>th</sup> June, 2015 issued by the Ministry of Corporate Affairs, Government of India, Government Companies are exempted from complying with the provisions of section 134(3)(p) of the Companies Act, 2013 with respect to performance evaluation of Board and its Committees.</p>			8.
	Yes	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified/rejected by the Audit committee</p>	9.
None	Yes	<p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> <p><u>Disclosure of events or information:</u></p>	

10.	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	Mentioned in table (a) below.
12.	<u>Additional Non-compliances, if any:</u>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note, etc.	Yes	None

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr No.	Compliance Requirement (Regulations /circulars/ guidelines Including Specific clause) (i)	Regulation /Circular No. (ii)	Deviations (iii)	Action Taken by (iv)	Type of Action (v)	Details of Violation (vi)	Fine Amount (vii)	Observations /Remarks of the Practicing Company Secretary (viii)	Management Response (ix)	Remarks (x)
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1.	Prior Intimations	Regulation 29(2)/29(3)	Non-compliance with the provision for prior intimations.	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	Fine	Delay in furnishing prior intimation about the meeting of the board of directors held on 27.05.2022 for dividend.	Rs. 11,800/- each inclusive of GST	Refer column (vi) of Table (a)	The Company has requested to waive letters dated 16.06.2022 for waiver of fine.	Based on the Company's waiver request, NSE has waived the fine levied.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines including specific clause) (i)	Regulation /Circular No. (ii)	Deviations (iii)	Action Taken by (iv)	Type of Action Advisory /Clarification/Fine/Show Cause Notice/Warning, etc. (v)	Details of Violation (vi)	Fine Amount (vii)	Observations/Remarks of the Practicing Company Secretary (viii)	Management Response (ix)	Remarks (x)
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1.	The Listed entity shall have an optimum combination of executive and non-executive directors with at least one-woman director and not less than fifty percent of the board of directors shall comprise of non-executive directors.	Regulation 17 (1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015	Non-compliance with the composition of Board of Directors	National Stock Exchange of India Limited (NSE) and BSE limited (BSE)	• Fine	Regulation 17 (1), 17(2A), 18(1), 19(1)/19(2), 20 and 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015	NSE vide its e-mail/ letter dated: ❖ May 17, 2021 has imposed a fine of Rs. 9,55,800 /- for quarter ended 31 <sup>st</sup> March, 2021. ❖ August 20, 2021 has imposed a fine of Rs. 9,66,420	Refer column (vi) of Table (b)	GAIL has communicated to NSE and BSE that GAIL (India) Limited is a 'Government Company' as defined u/s 2(45) of the Companies Act, 2013 (as 51.52% of the paid-up equity share capital of the Company is held by the President of India) under the administrative control of the Ministry of Petroleum and Natural Gas (MoP&NG),	MoP&NG vide Letter No. CA-31033/2/2021-PNG (39069) dated 08.11.2021 nominated six Non-Official Independent Directors on GAIL's Board including one Woman Independent Director and they have been appointed by GAIL's Board in its 432 <sup>nd</sup> Board Meeting held on 16.11.2021. After the appointment of six Non-Official Independent Directors on GAIL's Board, GAIL is fully complying with all the requirements as stipulated under Regulation w.r.t. Composition of Board and other statutory committees. GAIL is required to comply with SEBI LODR Regulations, 2015 including Regulation
2.	Where the listed entity does not have a regular non-executive chairperson, at least half of the Board of Directors shall comprise of Independent Directors.	Regulation 17 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015								

3.	The performance evaluation of independent directors shall be done by the entire Board of Directors.	Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The performance evaluation of Independent Directors has not been carried out by the entire Board of Directors.				/- for quarter ended 30 <sup>th</sup> June, 2021.	❖ November 22, 2021 has imposed a fine of Rs. 9,88,840/- for quarter ended 30 <sup>th</sup> September, 2021.	Government of India. All the Directors on the Board of GAIL (including Independent Directors) are nominated/appointed by the Government of India. As such, appointments are outside the purview/control of the GAIL's management.	17(1), 17(2A), 18(1), 19(1)/(2), 20 and 21 which is mainly related to Constitution of Board and other statutory committees viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee. Due to shortfall in number of Independent Directors GAIL had received notices both from BSE Limited and National Stock Exchange of India Limited regarding non-compliance with the aforesaid provisions of SEBI LODR Regulations, 2015. GAIL has received a communication from NSE vide letter no. NSE/LIST/SOP/0697 dated 21.09.2022 imposing fine of Rs. 10,66,720/-.
4.	Composition of Audit Committee, Nomination and remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee	Regulation 18, 19, 20 and 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Non-compliance with the composition of Audit Committee, and remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee				Rs. 7,55,200/- for quarter	❖ February 21, 2022 has imposed a fine of Rs. 7,55,200/- for quarter	Government of India (GOI) being the appointing authority for all Directors carries out the performance evaluation of the Directors as per their procedures. Therefore there is a well laid down procedure	

						<p>ended 31<sup>st</sup> December, 2021.</p> <p>BSE vide its e-mail/ letter dated:</p> <p>❖ May 17, 2021 has imposed a fine of Rs. 9,55,800/- for quarter ended 31<sup>st</sup> March, 2021.</p> <p>❖ August 20, 2021</p>	<p>for evaluation of Directors by the Administrative Ministry.</p>	<p>After, GAIL's continuous request for waiver of fine with justification(s), aggregate fine of Rs. 58,72,860/- imposed by NSE is reduced to Rs. 10,66,720/- which was duly paid by the Company.</p>
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							has imposed a fine of Rs. 9,66,420/- for quarter ended 30 <sup>th</sup> June, 2021.			
							❖ November 22, 2021 has imposed a fine of Rs. 9,88,840/- for quarter ended 30 <sup>th</sup> September, 2021.			
							❖ February 21, 2022 has			

							imposed a fine of Rs. 7,55,200/- for quarter ended 31 <sup>st</sup> December, 2021.			
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(c) As informed by the management, appointment of the listed entity's (Government Company) statutory auditor has been done by the office of the Comptroller and Auditor General of India (C&AG) as per provision of section 139(5) of the Companies Act, 2013. Appointment letter also contains terms of appointment to the statutory auditors. Since, terms of appointment were fixed by the C&AG, compliance by listed entity with 6(A) and 6(B) of SEBI circular number CIR/CFD/CMD1/114/2019 dated October 18, 2019 is not applicable. Accordingly, we can't certify said compliance.

For Agarwal S. & Associates,  
 Company Secretaries,  
 ICSI Unique Code: P2003DE049100  
 Peer Review Cert. No.: 2725/2022

**GARIMA** Digitally signed by  
 GARIMA GROVER  
**GROVER** Date: 2023.05.08  
 16:19:14+05'30'

**Garima Grover**  
 Partner  
 ACS No.: 27100  
 C.P No.: 23626  
 UDIN: A027100E000270585

Date: 08.05.2023  
 Place: New Delhi