

Corporate Governance Report for the quarter ended September 30, 2019

1. Name of Listed Entity - Mahanagar Gas Limited
2. Quarter ending - 30-Sep-2019

i. Composition Of Board Of Director

Title (Mr. / Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Ashutosh Karnatak	03267102	AHGPK1919B	C,NED		01-Aug-2019	09-Sep-2019			07-Jun-1960	3	0	1	0
Mr.	Bhuvan Chandra Tripathi	01657366	ACDPT4559L	NED		29-Nov-2018		01-Aug-2019		12-Jan-1960	3	0	0	0
Mr.	Trivikram Arun Ramanathan	08035390	BPWPA2567L	NED		10-May-2019		20-Aug-2019		10-Apr-1982	1	0	1	0
Mr.	Satish Gavai	01559484	AECPG4642Q	NED		31-Jul-2018	17-Sep-2018	31-Jul-2019		30-Aug-1959	2	0	0	0
Mr.	Sanjib Datta	07008785	AEPPD6144R	ED	MD	30-May-2018	17-Sep-2018			07-Dec-1962	1	0	2	0
Mr.	Deepak Sawant	07339381	AHMPS2883E	ED		09-May-2019	09-Sep-2019			11-Feb-1963	1	0	1	0
Mr.	Arun Balakrishnan	00130241	ABVPB1917F	ID		21-Jul-2011	26-Sep-2016	09-Sep-2019	60	25-Jul-1950	3	3	5	3
Mr.	Santosh Kumar Bajpai	00239324	AAEPK8558P	ID		21-Jul-2011	26-Sep-2016	09-Sep-2019	60	01-Jul-1949	1	1	1	0
Mr.	Raj Kishore Tewari	07056080	AAAPT1329H	ID		05-Mar-2015	17-Sep-2018		55	05-Jul-1954	2	2	3	3



Mrs. Radhika Vijay Haribhakti	02409519	AAAPH8250M	ID		05-Mar-2017	25-Sep-2017		31	20-Dec-1957	6	6	7	1
Mr. Premesh Kumar Jain	02145534	AADPJ9514H	ID		09-Apr-2018	17-Sep-2018		18	15-Apr-1955	1	1	3	0
Mr. Syed S Hussain	00209117	AAFPH6084C	ID		09-Sep-2019	09-Sep-2019		1	01-May-1950	1	1	1	0

Company Remarks	Note 1 - The number of chairmanship is also included in the number of membership of the Directors in the Audit and Stakeholders Relationship Committee. Note 2 - In the No. of post of Chairman in Audit /Stakeholders Relationship Committee, the Public companies (listed and unlisted) are considered. Note 3 - The number of Independent Directorship held by directors in listed entities are considered out of the number of directorships held in listed entities. Note 4 - Initial date of appointment of a director is considered as the date on which a director was originally appointed for the first time, on the Board of the Company. Note 5 - The date of re-appointment is considered as the date on which the appointment was confirmed/re-appointment was made by shareholders at the latest event date. Note 6 - Mr. Syed S Hussain was appointed as Additional Director on 09/09/2019, subject to re-appointment by the Shareholders of the Company at next Annual General Meeting.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Raj Kishore Tewari	ID	Chairperson	22-Sep-2015	
2	Arun Balakrishnan	ID	Member	26-Aug-2011	09-Sep-2019
3	Santosh Kumar Bajpai	ID	Member	26-Aug-2011	09-Sep-2019
4	Radhika Vijay Haribhakti	ID	Member	20-Jul-2017	
5	Premesh Kumar Jain	ID	Member	31-Jul-2018	
6	Sanjib Datta	ED	Member	29-Nov-2018	
7	Trivikram Arun Ramanathan	NED	Member	10-May-2019	20-Aug-2019
8	Syed S Hussain	ID	Member	09-Sep-2019	



Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Raj Kishore Tewari	ID	Chairperson	20-Jul-2017	
2	Premesh Kumar Jain	ID	Member	29-Nov-2018	
3	Sanjib Datta	ED	Member	30-May-2018	
4	Deepak Sawant	ED	Member	09-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Premesh Kumar Jain	ID	Chairperson	29-Jan-2019	
2	Arun Balakrishnan	ID	Member	29-Jan-2019	09-Sep-2019
3	Sanjib Datta	ED	Member	29-Jan-2019	
4	Trivikram Arun Ramanathan	NED	Member	10-May-2019	20-Aug-2019
5	Deepak Sawant	ED	Member	09-May-2019	
6	Radhika Vijay Haribhakti	ID	Member	09-Sep-2019	
7	Syed S Hussain	ID	Member	09-Sep-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Arun Balakrishnan	ID	Chairperson	26-Mar-2015	09-Sep-2019
2	Santosh Kumar Bajpai	ID	Member	21-Mar-2017	09-Sep-2019



3	Bhuwan Chandra Tripathi	NED	Member	29-Nov-2018	01-Aug-2019
4	Trivikram Arun Ramanathan	NED	Member	10-May-2019	20-Aug-2019
5	Premesh Kumar Jain	ID	Chairperson	09-Sep-2019	
6	Radhika Vijay Haribhakti	ID	Member	09-Sep-2019	
7	Ashutosh Karnatak	C,NED	Member	07-Aug-2019	
8	Syed S Hussain	ID	Member	09-Sep-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Number of Directors present	Number of Independent Directors present
09-May-2019	08-Aug-2019	Yes	9	5
	09-Sep-2019	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	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
Audit Committee	09-May-2019		Yes	6	4
Audit Committee		08-Aug-2019	Yes	7	5
Nomination & Remuneration Committee	09-May-2019		Yes	4	2
Nomination & Remuneration Committee		08-Aug-2019	Yes	4	2
Stakeholders Relationship Committee		08-Aug-2019	Yes	4	2
Risk Management Committee	27-Jun-2019		Yes	5	2



Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. 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**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Anand Upadhyay
Designation : Company Secretary & Compliance Officer

Anand S



ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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)	No	Since, the second term of appointment of Mr. Arun Balakrishnan (Chairman of Nomination and Remuneration Committee) as Independent Director had ended at the Annual General Meeting held on 09/09/2019, due to which the Chairman did not attend the AGM.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name :
Designation :

Anand S.
Anand Upadhyay
Company Secretary & Compliance Officer

