

Corporate Governance Report for the quarter ended June 30, 2019

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

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of 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.	Bhuwan Chandra Tripathi	01657366	C,NED					0	0	0
Mr.	Akhil Mehrotra	07197901	NED		25-Sep-2017	09-May-2019		0	1	0
Mr.	Satish Gavai	01559484	NED		17-Sep-2018			0	0	0
Mr.	Sanjib Datta	07008785	ED	MD	17-Sep-2018			0	2	0
Mr.	Arun Balakrishnan	00130241	ID		26-Sep-2016		57	2	5	3
Mr.	Santosh Kumar Bajpai	00239324	ID		26-Sep-2016		57	1	1	0
Mr.	Raj Kishore Tewari	07056080	ID		17-Sep-2018		52	2	3	3
Mrs.	Radhika Vijay Haribhakti	02409519	ID		25-Sep-2017		28	6	7	0
Mr.	Premesh Kumar Jain	02145534	ID		17-Sep-2018		15	1	2	0
Mr.	Deepak Sawant	07339381	ED					0	1	0
Mr.	Trivikram Arun Ramanathan	08035390	NED					0	1	0



Company Remarks	<p>The number of Independent Directorship held by directors in listed entities are considered out of the number of directorships held in listed entities.</p> <p>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.</p> <p>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.</p>
Whether Permanent chairperson appointed	Yes

ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sanjib Datta	ED	Member	29-Nov-2018	
2	Raj Kishore Tewari	ID	Chairperson	22-Sep-2015	
3	Arun Balakrishnan	ID	Member	26-Aug-2011	
4	Santosh Kumar Bajpai	ID	Member	26-Aug-2011	
5	Radhika Vijay Haribhakti	ID	Member	20-Jul-2017	
6	Premesh Kumar Jain	ID	Member	31-Jul-2018	
7	Akhil Mehrotra	NED	Member	11-Mar-2016	09-May-2019
8	Trivikram Arun Ramanathan	NED	Member	10-May-2019	

Company Remarks	<p>Note 1: Mr. Akhil Mehrotra ceased to be member of Audit Committee consequent to his cessation as a Director of the Company w.e.f. 09/05/2019.</p> <p>Note 2: Mr. Trivikram Arun Ramanathan was appointed as member of Audit Committee consequent to his appointment as a Director of the Company w.e.f. 10/05/2019.</p>
Whether Permanent chairperson appointed	Yes



b. Stakeholders Relationship Committee

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

Company Remarks	Note 1: Mr. Deepak Sawant was appointed as member of Stakeholders Relationship Committee consequent to his appointment as a Deputy Managing Director of the Company w.e.f. 09/05/2019.
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	
3	Akhil Mehrotra	NED	Member	29-Jan-2019	09-May-2019
4	Sanjib Datta	ED	Member	29-Jan-2019	
5	Deepak Sawant	ED	Member	09-May-2019	
6	Trivikram Arun Ramanathan	NED	Member	10-May-2019	

Company Remarks	Note 1: Mr. Akhil Mehrotra ceased to be member of Risk Management Committee consequent to his cessation as a Director of the Company w.e.f. 09/05/2019. Note 2: Mr. Deepak Sawant was appointed as member of Risk Management Committee consequent to his appointment as a Deputy Managing Director of the Company w.e.f. 09/05/2019. Note 3: Mr. Trivikram Arun Ramanathan was appointed as member of Risk Management Committee consequent to his appointment as a Director of the Company w.e.f. 10/05/2019.
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	
2	Bhuwan Chandra Tripathi	C,NED	Member	29-Nov-2018	
3	Akhil Mehrotra	NED	Member	11-Mar-2016	09-May-2019
4	Trivikram Arun Ramanathan	NED	Member	10-May-2019	
5	Santosh Kumar Bajpai	ID	Member	21-Mar-2017	

Company Remarks	Note 1: Mr. Akhil Mehrotra ceased to be member of Nomination and Remuneration Committee consequent to his cessation as a Director of the Company w.e.f. 09/05/2019. Note 2: Mr. Trivikram Arun Ramanathan was appointed as member of Nomination and Remuneration Committee consequent to his appointment as a Director of the Company w.e.f. 10/05/2019.
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
29-Jan-2019	09-May-2019
25-Feb-2019	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	72



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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	29-Jan-2019	09-May-2019	7	Yes
Nomination & Remuneration Committee	03-Jan-2019	09-May-2019	4	Yes
Nomination & Remuneration Committee	17-Jan-2019			Yes
Nomination & Remuneration Committee	28-Jan-2019			Yes
Nomination & Remuneration Committee	25-Feb-2019			Yes
Risk Management Committee		27-Jun-2019	5	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	99

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		



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:

Anand.S



Name : Anand Upadhyay
Designation : Company Secretary & Compliance Officer