

**Corporate Governance Report for the Quarter ended December 31, 2022**

1. Name of Listed Entity - **Mahanagar Gas Limited**

2. Quarter ending - **31-Dec-2022**

**i. Composition of Board of Director**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Re-Appointment	Date of cessation	Tenure	Whether the director is disqualified?	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	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	Membership in Committees of the Company
Mr.	Mahesh Vishwanathan Iyer	08198178	C,NED		01-Sep-2022				No	NA	2	0	0	0	NRC
Mr.	Ashu Shinghal	08268176	ED	MD	23-Dec-2022				No	NA	1	0	4	1	AC,SC,RC
Mr.	Sanjay Shende	09172642	ED		24-May-2021				No	NA	1	0	1	0	SC,RC
Mr.	Harshadeep Shriram Kamble	07183938	NED, ND		11-Nov-2022				No	NA	1	0	0	0	
Mrs.	Malvika Sinha	08373142	ID		24-Aug-2021	24-Aug-2021		16	No	NA	2	2	6	0	AC
Mr.	Syed S. Hussain	00209117	ID		09-Sep-2019	09-Sep-2022		39.5	No	NA	1	1	2	1	AC,SC,NRC
Mr.	Rajeev Bhaskar Sahi	06662067	ID		24-Aug-2021	24-Aug-2021		16	No	NA	1	1	0	0	RMC,NRC
Mr.	Venkatraman Srinivasan	00246012	ID		24-Aug-2021	24-Aug-2021		16	No	NA	3	3	4	2	AC,SC,RC
Mr.	Sanjib Datta	07008785	ED	MD	30-May-2018		23-Dec-2022		No	NA	1	0	0	0	AC,SC,RC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes



**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Venkatraman Srinivasan	ID	Chairperson	24-Aug-2021	
2	Syed S. Hussain	ID	Member	09-Sep-2019	
3	Malvika Sinha	ID	Member	24-Aug-2021	
4	Ashu Shinghal	ED	Member	23-Dec-2022	
5	Sanjib Datta	ED	Member	28-Nov-2018	23-Dec-2022

Company Remarks	
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Syed S. Hussain	ID	Chairperson	20-Jul-2021	
2	Venkatraman Srinivasan	ID	Member	24-Aug-2021	
3	Ashu Shinghal	ED	Member	23-Dec-2022	
4	Sanjay Shende	ED	Member	20-Jul-2021	
5	Sanjib Datta	ED	Member	30-May-2018	23-Dec-2022

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Rajeev Bhaskar Sahi	ID	Chairperson	24-Aug-2021	
2	Venkatraman Srinivasan	ID	Member	24-Aug-2021	
3	Ashu Shinghal	ED	Member	23-Dec-2022	
4	Sanjay Shende	ED	Member	20-Jul-2021	
5	Sanjib Datta	ED	Member	29-Jan-2019	23-Dec-2022



Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Syed S. Hussain	ID	Chairperson	09-Sep-2019	
2	Mahesh Vishwanathan Iyer	C,NED	Member	01-Sep-2022	
3	Rajeev Bhaskar Sahi	ID	Member	24-Aug-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting</b>
26-Jul-2022	Yes	8	7	4
06-Aug-2022	Yes	8	7	4
02-Nov-2022	Yes	7	7	4
11-Nov-2022	Yes	7	7	4
25-Nov-2022	Yes	8	7	4
19-Dec-2022	Yes	8	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	87



iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	06-Aug-2022	Yes	4	4	3	0
Audit Committee	01-Nov-2022	Yes	4	4	3	0
Audit Committee	11-Nov-2022	Yes	4	4	3	0
Audit Committee	24-Nov-2022	Yes	4	4	3	0
Nomination & Remuneration Committee	02-Nov-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	19-Dec-2022	Yes	3	3	2	0
Risk Management Committee	23-Nov-2022	Yes	4	4	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	86

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 1000 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 : **Mr. Atul Prabhu**  
Designation : **Company Secretary & Compliance Officer**

