

Corporate Governance Report for the Quarter ended September 30, 2022

1. Name of Listed Entity - **Mahanagar Gas Limited**
 2. Quarter ending - **30-Sep-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 Appointment	Date of cessation	Tenure	Whether the director is disqualified?	Current status	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	Members hip in Committees of the Company
Mr.	Mahesh Vishwanathan Iyer	08198178	C,NED		01-Sep-2022				No	Active	NA	3	0	0	0	NRC
Mr.	Sanjib Datta	07008785	ED	MD	30-May-2018				No	Active	NA	1	0	2	0	AC,SC,RC
Mr.	Sanjay Shende	09172642	ED		24-May-2021				No	Active	NA	1	0	1	0	SC,RC
Mrs.	Malvika Sinha	08373142	ID		24-Aug-2021	24-Aug-2021		13	No	Active	NA	2	2	6	0	AC
Mr.	Syed S. Hussain	00209117	ID		09-Sep-2019	09-Sep-2022		36.5	No	Active	NA	1	1	2	1	AC,SC,NRC
Mr.	Rajeev Bhaskar Sahi	06662067	ID		24-Aug-2021	24-Aug-2021		13	No	Active	NA	1	1	0	0	RMC,NRC
Mr.	Venkatraman Srinivasan	00246012	ID		24-Aug-2021	24-Aug-2021		13	No	Active	NA	3	3	5	2	AC,SC,RC
Mr.	Baldev Singh	03577274	NED		28-Apr-2021		26-Aug-2022		No		NA	1	0	0	0	
Mr.	Manoj Jain	07556033	NED		06-May-2020		31-Aug-2022		No		NA	3	0	0	0	NRC

Company Remarks	
Whether Permanent 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 the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</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	Sanjib Datta	ED	Member	28-Nov-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Syed S. Hussain	ID	Chairperson	20-Jul-2021	
2	Venkatraman Srinivasan	ID	Member	24-Aug-2021	
3	Sanjib Datta	ED	Member	30-May-2018	
4	Sanjay Shende	ED	Member	20-Jul-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rajeev Bhaskar Sahi	ID	Chairperson	24-Aug-2021	
2	Venkatraman Srinivasan	ID	Member	24-Aug-2021	
3	Sanjib Datta	ED	Member	29-Jan-2019	
4	Sanjay Shende	ED	Member	20-Jul-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes



d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</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	
4	Manoj Jain	NED	Member	15-May-2020	31-Aug-2022

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
25-Apr-2022	Yes	8	7	4
10-May-2022	Yes	8	7	4
29-Jun-2022	Yes	8	7	4
26-Jul-2022	Yes	8	7	4
06-Aug-2022	Yes	8	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	26



iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (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	25-Apr-2022	Yes	4	4	3	0
Audit Committee	10-May-2022	Yes	4	4	3	0
Audit Committee	28-Jun-2022	Yes	4	4	3	0
Audit Committee	06-Aug-2022	Yes	4	4	3	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	38

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 : Atul Prabhu
Designation : Company Secretary & Compliance Officer

**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)	Yes	
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	

Note:

Name : Atul Prabhu
Designation : Company Secretary & Compliance Officer



ANNEXURE IV

Disclosure of Loans/ guarantees/ comfort letters/ securities etc. refer note below:

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

- i. Promoter or any other entity controlled by them
- ii. Promoter Group or any other entity controlled by them
- iii. Directors (including relatives) or any other entity controlled by them
- iv. KMPs or any other entity controlled by them

(D) If the Listed Entity would like to provide any other information the same may be indicated here

Applicability of Disclosure	Not Applicable
Reason for Non Applicability	The Company has not given any loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company except trade advances against purchases during the normal course of business.

