

Corporate Governance Report for the quarter ended June 30, 2020

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

2. Quarter ending - **June 30, 2020**

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	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	NED		01-Aug-2019	01-Aug-2019	06-May-2020		3	0	1	0
Mr.	Sanjib Datta	07008785	ED	MD	30-May-2018	30-May-2018			1	0	2	0
Mr.	Deepak Sawant	07339381	ED		09-May-2019	09-May-2019			1	0	1	0
Mr.	Raj Kishore Tewari	07056080	ID		05-Mar-2015	05-Mar-2018		36	2	2	3	3
Mrs.	Radhika Vijay Haribhakti	02409519	ID		05-Mar-2017	05-Mar-2020		36	5	5	6	1
Mr.	Premesh Kumar Jain	02145534	ID		09-Apr-2018	09-Apr-2018		36	1	1	3	0
Mr.	Syed S Hussain	00209117	ID		09-Sep-2019	09-Sep-2019		36	1	1	1	0
Mr.	Manoj Jain	07556033	C,NED		06-May-2020	06-May-2020			3	0	0	0

Company Remarks	<p>Note 1 - The number of chairmanship is also included in the number of membership of the Directors in the Audit and Stakeholders Relationship Committee.</p> <p>Note 2 - In the No. of post of Chairman/ Member in Audit /Stakeholders Relationship Committee, the Public companies (listed and unlisted) are considered.</p> <p>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.</p> <p>Note 4 - Initial date of appointment of a director is considered as the date on which a director was originally appointed on the Board of the Company.</p> <p>Note 5 - The date of re-appointment is considered as the date on which the director was appointed in his/her current term.</p> <p>Note 6 - For Sr. No. 4 (Mr. Raj Kishore Tewari) - First Tenure started on 05/03/2015 and ended on 04/03/2018. Second Tenure of 3 years started on 05/03/2018 and shall end on 04/03/2021. (Completed Months of Total Tenure - 64, Remaining Months of Total Tenure - 8)</p> <p>Note 7 - For Sr. No. 5 (Mrs. Radhika Vijay Haribhakti) - First Tenure started on 05/03/2017 and ended on 04/03/2020. Second Tenure of 3 years started on 05/03/2020 i.e. upto 04/03/2023, through approval of the Board of Directors vide resolution passed at the Board Meeting held on 07/02/2020, subject to approval by the Shareholders of the Company at ensuing Annual General Meeting.</p> <p>Note 8 - For Sr. No. 6 (Mr. Premesh Kumar Jain) - First Tenure of 3 years started on 09/04/2018 and shall end on 31/03/2021. (Completed Months of Total Tenure - 27, Remaining Months of Total Tenure - 9)</p> <p>Note 9 - Mr. Syed S Hussain was appointed as an Additional Director by the Board of Directors vide resolution passed at the Board Meeting held on 09/09/2019, subject to approval by the Shareholders of the Company at ensuing Annual General Meeting.</p>
Whether Regular 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	Radhika Vijay Haribhakti	ID	Member	20-Jul-2017	
3	Premesh Kumar Jain	ID	Member	31-Jul-2018	
4	Sanjib Datta	ED	Member	29-Nov-2018	
5	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	Sanjib Datta	ED	Member	29-Jan-2019	
3	Deepak Sawant	ED	Member	09-May-2019	
4	Radhika Vijay Haribhakti	ID	Member	09-Sep-2019	
5	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	Premesh Kumar Jain	ID	Chairperson	09-Sep-2019	
2	Radhika Vijay Haribhakti	ID	Member	09-Sep-2019	
3	Ashutosh Karnatak	NED	Member	07-Aug-2019	06-May-2020
4	Syed S Hussain	ID	Member	09-Sep-2019	
5	Manoj Jain	C,NED	Member	06-May-2020	

Company Remarks	Dr. Ashutosh Karnatak ceased to be member of the Nomination and Remuneration Committee w.e.f. May 06, 2020, consequent to his resignation as Non Executive Director and Chairman of the Board pursuant to withdrawal of his nomination by GAIL India Ltd., Promoter of the Company. Mr. Manoj Jain was appointed as a member of the Nomination and Remuneration Committee w.e.f. May 06, 2020, consequent to appointment as Non Executive Director and Chairman of the Board pursuant to his nomination by GAIL.
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
07-Feb-2020	10-Jun-2020	Yes	7	4
26-Feb-2020	30-Jun-2020	Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	104



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	07-Feb-2020	10-Jun-2020	Yes	5	4
Audit Committee		30-Jun-2020	Yes	5	4
Nomination & Remuneration Committee	07-Feb-2020	30-Jun-2020	Yes	4	3
Risk Management Committee	28-Jan-2020		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	123

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 : **Saghan Srivastava**
Designation : **Company Secretary & Compliance Officer**

