

**Corporate Governance Report as on the quarter ended June 30, 2017**

<b>i. Composition of Board of Directors</b>										
<b>Title (Mr./Ms)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>PAN</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	<b>Tenure</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>No of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	Ashutosh Karnatak	03267102	AHGPK1919B	NED	28-May-2015	27-May-2017		1	2	0
Mr.	Akhil Mehrotra	07197901	ADNPM5006E	C	11-Mar-2016			1	1	0
Mr.	Rajeev Kumar Mathur	03308185	AAMPM0787C	ED	29-Sep-2014			1	1	0
Ms.	Susmita Sengupta	06825311	FOUPS0008R	ED	11-Feb-2017			1	1	0
Mr.	Apurva Chandra	02531655	AAAYPC6041M	NED	02-Apr-2013	23-May-2017		1	0	0
Mr.	Sunil Porwal	03500367	ADUPP0040L	NED	26-May-2017			1	0	0
Mr.	Virendra Nath Datt	07823778	ACJPD6269K	NED	28-May-2017			1	0	0
Mr.	Jainendar Kumar Jain	00066452	AAAPJ0648R	ID	05-Mar-2017		1	2	3	2
Mr.	Raj Kishore Tewari	07056080	AAAPT1329H	ID	05-Mar-2015		3	1	1	0
Mr.	Santosh Kumar	00239324	AAEPK8558P	ID	26-Sep-2016		3	2	1	0
Mr.	Arun Balakrishnan	00130241	ABVPB1917F	ID	26-Sep-2016		3	5	7	4
Ms.	Radhika Haribhakti	02409519	AAAPH8250M	ID	05-Mar-2017		3	7	6	0



Note 1: The number chairmanship is also included in the number of membership of the directors in the Audit and Stake holder relationship committee.

Note 2: In the No. of post of Chairperson in Audit/Stakeholders relationship committee, the public (listed and unlisted) is considered.

Note 3: In terms of Articles of Association of Company, the Chairman of the Company is to be nominated by the promoters, on a rotational basis for a period of two years. The tenure of the Dr. Ashutosh Karnatak expired on May 27, 2017, consequently, BG Asia Pacific Holdings Pte. Limited nominated Mr. Akhil Mehrotra as a Chairman of the Company with effect from May 28, 2017.

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Jainendar Kumar Jain	ID	Chairperson
2	Raj Kishore Tewari	ID	Member
3	Santosh Kumar	ID	Member
4	Ashutosh Karnatak	NED	Member
5	Akhil Mehrotra	C	Member
6	Arun Balakrishnan	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Jainendar Kumar Jain	ID	Chairperson
2	Rajeev Kumar Mathur	ED	Member
3	Susmita Sengupta	ED	Member

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Santosh Kumar	ID	Member
2	Arun Balakrishnan	ID	Chairperson
3	Ashutosh Karnatak	NED	Member
4	Akhil Mehrotra	C	Member

Note 4: Dr. Ashutosh Karnatak ceased to be Chairman and Director of the Company with effect from May 27, 2017 was member of Audit Committee, Nomination and Remuneration Committee.





<b>Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
11-Feb-2017	26-May-2017	65
21-Mar-2017		

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	25-May-2017	Yes	21-Mar-2017	64
Audit Committee		Yes	11-Feb-2017	
Nomination & Remuneration Committee	25-May-2017	Yes	21-Mar-2017	
Nomination & Remuneration Committee		Yes	11-Feb-2017	

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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



**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) - **Not applicable**
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 :** Alok Mishra  
**Designation :** Company Secretary & Compliance Officer

For Mahanagar Gas Limited

  
(Alok Mishra)

Company Secretary and Compliance Officer