

Corporate Governance Report as on the quarter ended December 31, 2016

I. Composition of Board of Directors								
Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	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
Dr. Ashutosh Karnatak	03267102	C	28-May-2015	-	-	2	3	0
Mr. Rajeev Mathur	03308185	ED	29-Sep-2014	-	-	1	1	0
Ms. Susmita Sengupta	06825311	ED	01-Apr-2016	-	-	1	1	0
Mr. Akhil Mehrotra	07197901	NED	11-Mar-2016	-	-	1	1	0
Mr. Apurva Chandra	02531655	NED	02-Apr-2013	-	-	1	0	0
Mr. Jainendar Kumar Jain	00066452	ID	05-Mar-2015	-	2	2	2	1
Mr. Raj Kishore Tewari	07056080	ID	05-Mar-2015	-	3	1	1	0
Dr. Basudeb Sen	00056861	ID	05-Mar-2015	-	2	4	3	1
Mr. Santosh Kumar	00239324	ID	26-Sep-2016	-	3	2	1	0
Mr. Arun Balakrishnan	00130241	ID	26-Sep-2016	-	3	5	7	4



II. Composition of Committees

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

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Rajeev Kumar Mathur	ED	Member
2	Susmita Sengupta	ED	Member
3	Basudeb Sen	ID	Chairperson

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Akhil Mehrotra	NED	Member
2	Ashutosh Karnatak	C	Member
3	Arun Balakrishnan	ID	Chairperson
4	Basudeb Sen	ID	Member

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	Maximum gap between any two consecutive (in number of days)
01-Sep-2016	28-Nov-2016	87
20-Aug-2016		



IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	28-Nov-2016	yes	20-Aug-2016	87
Audit Committee		yes	01-Sep-2016	
Stakeholders Relationship Committee		yes	01-Sep-2016	
Nomination & Remuneration Committee	28-Nov-2016	yes		

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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