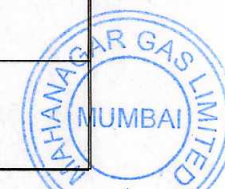


Corporate Governance Report for the quarter ended December 31, 2017.

1. Name of Listed Entity - **Mahanagar Gas Limited**
 2. Quarter ending - **31-Dec-2017**

i. Composition of Board of Directors									
Title (Mr./ Ms)	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
Mr.	Akhil Mehrotra	07197901	C	11-Mar-2016			1	1	0
Mr.	Rajeev Kumar Mathur	03308185	ED	29-Sep-2017			1	1	0
Mr.	Goutam Ghosh	07529446	ED	20-Nov-2017			1	1	0
Mr.	Sunil Porwal	03500367	NED	26-May-2017			1	0	0
Mr.	Virendra Nath Datt	07823778	NED	28-May-2017			1	1	0
Mr.	Jainendar Kumar Jain	00066452	ID	05-Mar-2017		2 Year 10 Months	2	2	1
Mr.	Raj Kishore Tewari	07056080	ID	05-Mar-2015		2 Year 10 Months	2	2	1
Mr.	Santosh Kumar Bajpai	00239324	ID	26-Sep-2016		3 Years, 3 Months	2	1	0
Mr.	Arun Balakrishnan	00130241	ID	26-Sep-2016		3 Years, 3 Months	3	7	4
Ms.	Radhika Vijay Haribhakti	02409519	ID	05-Mar-2017		10 Months	7	7	0
Ms.	Susmita Sengupta	06825311	ED	11-Feb-2017	06-Nov-2017		1	1	0



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Note 1: The number of chairmanship is also included in the number of membership of the Directors in the Audit and Stakeholder Relationship Committee.

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

Note 3: Ms. Susmita Sengupta, Whole Time Director designated as Technical Director resigned with effect from close of business hours of November 06, 2017.

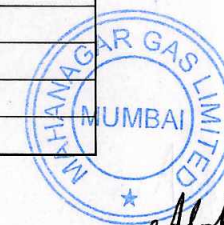
II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Raj Kishore Tewari	ID	Member
2	Jainendar Kumar Jain	ID	Chairperson
3	Akhil Mehrotra	C	Member
4	Virendra Nath Datt	NED	Member
5	Santosh Kumar Bajpai	ID	Member
6	Radhika Vijay Haribhakti	ID	Member
7	Arun Balakrishnan	ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Susmita Sengupta	ED	Member
2	Rajeev Kumar Mathur	ED	Member
3	Raj Kishore Tewari	ID	Chairperson
4	Goutam Ghosh	ED	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

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



Note: Ms. Susmita Sengupta, Whole Time Director was member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

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)
25-Sep-2017	08-Nov-2017	43
09-Aug-2017	20-Nov-2017	

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	07-Nov-2017	Yes	09-Aug-2017	89
Nomination & Remuneration Committee	07-Nov-2017	Yes	25-Sep-2017	
Nomination & Remuneration Committee	20-Nov-2017	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



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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) - **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 :
Designation :


Alok Mishra
Company Secretary & Compliance Officer

