



महानगर वायुगटि का

MAHANAGAR GAS LIMITED MUMBAI

Regd. Off.: MGL House, Block No: G-33, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051
CIN: L40200MH1995PLC088133 | Tel No. +91 22 6678 5000 | Fax: +91 22 2652 8925
Website: www.mahanagargas.com | E-mail: info@mahanagargas.com

To,
The Members

NOTICE is hereby given that the **Twenty Second Annual General Meeting (AGM)** of the Members of **MAHANAGAR GAS LIMITED** will be held on Monday, September 25, 2017 at "IES Manik Sabhagriha" Auditorium, Vishwakarma M.D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai - 400 050 at 1100 hours (IST) to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements of the Company for the Financial Year ended on March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of ₹8.00 per equity share, already paid and to declare the final dividend of ₹11.00 per equity share for the Financial Year ended on March 31, 2017.
3. To appoint a Director in place of Mr. Akhil Mehrotra (DIN: 07197901), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and in connection therewith, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made there under (including any statutory modifications and re-enactments thereof, for the time being in force), M/s. S R B C & Co. LLP, Chartered Accountants (Registration No : 324982E/E300003), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors, M/s. Deloitte Haskins & Sells (Registration No. 117365W), to hold office from the conclusion of this 22nd Annual General Meeting up to the conclusion of the 27th Annual General Meeting of the Company, subject to ratification by members every year, as applicable, at such remuneration as may be recommended by the Audit Committee duly constituted by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To approve remuneration of the Cost Auditor for the Financial Year ending March 31, 2018 and to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of the Section 148 and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modifications and re-enactments thereof, for the time being in force), remuneration of ₹3,15,000/- (inclusive of out of pocket expenses) plus applicable taxes to M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Registration No. 30) appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records for the Financial Year ending March 31, 2018 be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. To appoint Mrs. Radhika Haribhakti (DIN:02409519) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mrs. Radhika Vijay Haribhakti (DIN: 02409519), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from March 05, 2017 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, in respect of whom the Company has received a notice in writing from a member, proposing her candidature for the office of Director of

Notice

the Company, be and is hereby appointed as an Independent Director of the Company for a period of three consecutive years with effect from March 05, 2017 till March 04, 2020 and the term shall not be subject to retirement by rotation."

"RESOLVED FURTHER THAT Mr. Alok Mishra, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, and things including filing of necessary forms, application with various authorities as may be required and as may be deemed necessary to give effect to above resolution."

7. To re-appoint Mr. Jainendar Kumar Jain (DIN:00066452) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Jainendar Kumar Jain (DIN: 00066452), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from March 05, 2017 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and who is eligible for reappointment for a second term and in respect of whom, the Company has received a notice in writing from him proposing candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of one year with effect from March 05, 2017 till March 04, 2018 and the term shall not be subject to retirement by rotation".

"RESOLVED FURTHER THAT Mr. Alok Mishra, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things including filing of necessary forms, application with various authorities as may be required and as may be deemed necessary to give effect to above resolution."

8. To re-appoint Ms. Susmita Sengupta (DIN:06825311), as a Whole Time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203 read with schedule V and other applicable provisions, if any, of Companies Act, 2013, including any statutory

modifications and re-enactment(s) thereof, for a time being in force, subject to such modification(s), variations as may be approved and acceptable to Ms. Susmita Sengupta and subject to the approvals as may be necessary, the consent of the Members be and is hereby accorded for re-appointment of Ms. Susmita Sengupta (DIN: 06825311), nominee of BG Asia Pacific Holdings Pte. Limited (BGAPH), as a Whole Time Director designated as Technical Director, not liable to retire by rotation, for the period with effect from February 11, 2017 to February 10, 2018 on the following terms and conditions as the Board of Directors may consider necessary and as may be agreed by BGAPH subject to the maximum limit as prescribed under the provisions of Section 197 of Companies Act, 2013 presently being 5 % of the net profit calculated as per the provisions of Section 198 of the Companies Act, 2013 read with Schedule V thereof"

- (I) Salary: Salary shall be payable to Ms. Susmita Sengupta as per the terms and conditions agreed by and between the promoters of the Company and as applicable to her from time to time. The present salary is ₹ 3,05,77,572/- (Rupees Three Crore Five Lakh Seventy Seven Thousand Five Hundred and Seventy Two Only)
- (II) Perquisites & Allowances:
- Cost of Perquisites towards accommodation, vehicle with driver and club membership of Ms. Susmita Sengupta will be borne by BG Exploration and Production India Limited.
 - Gas, electricity, water utility, telephone and fax expenses at residence will be provided / reimbursed on actuals.

Note:

- Taxes will be charged as per applicable rates.
 - Ms. Susmita Sengupta shall not be entitled to sitting fee and commission for attending Meetings of the Board and / or Committee of Board of Directors of the Company.
 - When in any Financial Year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Ms. Susmita Sengupta in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.
9. To appoint Mr. Virendra Nath Datt (DIN:07823778) as Non-Executive Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force), Mr. Virendra Nath Datt (DIN: 07823778), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161 of the Companies Act, 2013 effective from May 28, 2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation."

10. To appoint Mr. Sunil Porwal (DIN:03500367) as Non-Executive Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sunil Porwal (DIN: 03500367), who was appointed as an Additional Director of the Company by the Board of

Directors as per Section 161 of the Companies Act, 2013 effective from May 26, 2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation."

11. To approve Material Related Party Transactions and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other applicable statutory laws, and in continuation to earlier resolution passed by the Shareholders in 21st Annual General Meeting held on September 26, 2016, consent of the Shareholders of the Company be and is hereby accorded for entering into the Material Related Party Transactions as per the details provided in the table appended below:

Sr. No.	Name of the Related Party	Relationship	Nature of Transaction	Maximum value of transactions
01.	GAIL (India) Limited	Promoter		₹1,400 Crores (for the financial year ending on March 31, 2018)
02.	BG India Energy Solutions Private Limited			
03.	Hazira LNG Private Limited	Promoter Group Entity	Agreements entered / to be entered for purchase and transportation of gas	₹1,850 Crores (for the financial year ending on March 31, 2019)
04.	Shell India Markets Private Limited			
05.	Shell Energy Marketing and Trading India Private Limited			

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution".

By Order of the Board
For MAHANAGAR GAS LIMITED



Alok Mishra
Company Secretary & Compliance Officer

Place: Mumbai
Dated: August 09, 2017

Notice

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxy(ies) lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing of the intention to inspect is given to the Company.
3. Members, Proxies and Authorised Representatives are requested to bring their Attendance slip enclosed herewith duly completed and signed, mentioning therein the details of their DP ID and Client ID/ Folio No., for attending the meeting.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution/s authorising their representatives to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Board of Directors, in its meeting held on February 11, 2017, had declared an Interim Dividend of ₹ 8.00/- per equity Share of the face value of ₹10/- each, on the paid-up Equity Share Capital of the Company, for the Financial Year 2016-17 and was paid to all eligible shareholders on February 23, 2017.
7. The dividend proposed to be declared at the meeting will be made payable to those members whose names appear on the Register of Members of the Company as on the record date, i.e. September 15, 2017.
8. A statement setting out the material facts, relating to the Ordinary and Special Business to be transacted at the meeting as mentioned in the Notice, is annexed hereto pursuant to the provisions of Section 102(1) of the Companies Act, 2013.
9. Relevant documents referred to in the accompanying Notice and the statements are open for inspection by the members at the Registered Office of the Company on all working days during the business hours up to the date of the meeting.
10. Queries on Accounts and Operations of the Company, if any, may please be sent to the Company, at least 7 (seven) days in advance of the meeting such that answers can be made available at the meeting.
11. The Company strongly believes in green initiatives and in pursuance of the same, Members are requested to provide their e-mail id or update their existing email id with the Company to enable the Company, communicate with the Members in a better, eco-friendly and faster way.
12. Members may kindly note that the Company has made arrangement of dematerialization of its Equity Shares and the ISIN No. allotted for the same by NSDL and CDSL is INE002S01010. Members are requested to consider this and avail the facility of dematerialization of the equity shares of the Company held by them.
13. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from Saturday September 16, to Monday September 25, 2017, both days inclusive.
14. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend on equity shares, if declared at the Annual General Meeting, will be paid within a period of 30 days from the declaration, as under:-
 - a) To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Friday, September 15, 2017; and
 - b) To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/share transfer agent (i.e. Link Intime India Private Limited) on or before the closing hours on Friday, September 15, 2017.

15. Dividend will be preferably paid through National Electronic Clearing (NECS), wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the Members. In cases, where the dividend cannot be paid through NECS, the same will be paid by account payee/non negotiable instruments.
16. To ensure timely credit of dividend through National Electronic Clearing System (NECS) or dividend warrants/ payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/NECS details, to the respective depository participant in case of shares held in demat mode/to the shares transfer agent of the company, in case of shares held in physical mode, on or before Friday, September 15, 2017.
17. Members/Proxies are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.
18. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
19. Route map showing directions to the venue of the meeting is mentioned on last page of the Notice and it is also available on the website of the Company at www.mahanagargas.com
20. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
21. The Board of Directors has appointed Mr. Lalit Jain, Practicing Company Secretary (Membership No. 1903) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
22. The facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
23. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
24. Shareholders are requested to send their share transfer and all other requests and complaints to Link Intime India Private Limited at the following address:

C-101, 247, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083.
25. The instructions for e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open the email and open PDF file namely; "MGL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Open the internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (v) If you are logging in for first time, please enter the user ID and password in the pdf file attached with the e-mail as initial password/ PIN as noted in step (i) above. Click Login.
 - (vi) The Password change menu will appear on your screen. Change the password/PIN with new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - (vii) Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
 - (viii) Select "EVEN" (E-voting Event Number) of "Mahanagar Gas Limited" which is 106961. Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

Notice

- (xi) Once the vote on a resolution is cast, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to lkjcs@yahoo.com with a copy marked to evoting@nsdl.co.in

- B. (i) The member(s) whose email ID is not registered with the Company/Depository Participant(s), and they are not having their user ID and Password may follow any of the below mentioned option:-

Option-I

The physical member may obtain a login ID and password for casting his / her vote by remote e-voting by sending a request at evoting@nsdl.co.in or by contacting NSDL at the toll free no.:1800-222-990 mentioning your demat account no/folio no.

Option-II

1. Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - 2) Kindly select the "Shareholders option" and click "login through the Physical user reset password option".
 - 3) On clicking the aforesaid option, the Physical user shall be prompted with the following details to be mandatorily provided:-
 - a. Folio Number.
 - b. After mentioning folio number, please select the company i.e Mahanagar Gas Limited.
 - c. USER ID to be specified by the Physical user (this would be a combination of EVEN number + Folio number)
 - d. Also specify the Pan Number and Email address.
 - e. Please click on submit button and proceed to vote.
- (ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Note:-

- i. If Members are already registered with NSDL for remote e-voting then they can use their existing User ID and Password/PIN for casting the vote.
- ii. Members who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on 'www.evoting.nsdl.com'.
- iii. In case Members are holding shares in demat mode, USER-ID is the combination of (DP ID+Client ID).
- iv. In case Members are holding shares in physical mode, USER-ID is the combination of (EVEN No+Folio No).

C. Other Instructions:-

- 1) The e-voting period commences on Friday, September 22, 2017, (9.00 a.m. IST) and ends on Sunday September 24, 2017, (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on cut-off date of Monday, September 18, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- 2) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Monday, September 18, 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
- 3) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Monday, September 18, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- 4) Mr. Lalit K. Jain, Practicing Company Secretary (Membership No. 1903) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- 5) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mahanagargas.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- 6) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 5

The Board of Directors of the Company, at its meeting held on March 21, 2017, on the recommendation of the Audit Committee, had approved the appointment of M/s Dhananjay V Joshi & Associates, Cost Accountants (Registration No. 30) as the Cost Auditors for conducting the cost audit for the Financial Year 2017-18, at an audit fees of ₹ 3,15,000 /-(Rupees Three Lacs Fifteen Thousand only) (inclusive of out of pocket expenses) plus applicable taxes.

As per the provisions of Section 148 of the Companies Act, 2013 and Rules made there under, the remuneration payable to the Cost Auditor of the Company is subject to determine by the Members of the Company. Accordingly, the consent of the members is sought for passing an ordinary resolution as set out in the Item No. 5 of the accompanying Notice, at their ensuing Annual General Meeting, for determination of the remuneration payable to the Cost Auditors for the Financial Year ending on March 31, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of an Ordinary Resolution as set out in the Item No. 5 of the Notice for approval of the Members of the Company.

Item No: 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its resolution dated February 11, 2017 appointed Mrs. Radhika Haribhakti as Additional Director of the Company in the capacity of Independent Director with effect from March 05, 2017 pursuant to Section 161 of the Companies Act, 2013 read with the Article 42 of Articles of Association of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member along with a deposit of ₹1 Lakh proposing her candidature for appointment as an Independent Director of the Company. The Company has also received a declaration from Mrs. Haribhakti confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mrs. Haribhakti is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Mrs. Haribhakti fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations. Mrs. Haribhakti is not related to any other Director and Key Managerial Personnel of the Company.

Brief Resume of Mrs. Radhika Haribhakti

Mrs. Radhika Haribhakti is PGDM in Finance from IIM, Ahmedabad. She is a commerce graduate from Gujarat University. Mrs. Haribhakti has over 30 years of experience in Commercial and Investment Banking with Bank of America, JM Morgan Stanley and DSP Merrill Lynch. She has advised several large corporates and led their Equity and Debt fundraising in domestic as well as international capital markets. She now heads RH Financial, a boutique Advisory Firm focused on M&A and Private Equity.

Mrs. Haribhakti has also been closely involved with issues of women empowerment, financial inclusion and CSR and has served on Boards of non-profits for over 18 years, including 12 years as Chairperson. She is the former Chair of Friends of Women's World Banking (FWWB) and Swadhaar Finances, both non-profits engaged in providing financial solutions to women in economically disadvantaged communities. She has served on the National Jury and Governing Council of Citigroup Micro

Notice

Enterprise Award and also on CII's National Committee on Women Empowerment.

Details required pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 of Mrs. Haribhakti is provided as Annexure to the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives other than Mrs. Radhika Haribhakti, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The resolution as set out in Item No. 6 of this Notice is accordingly recommended for your approval.

Item No: 7

Mr. Jainendar Kumar Jain was appointed as Independent Director for the period of two years in the 2nd Extra Ordinary General Meeting of the Company held on March 05, 2015. Accordingly, the term of Mr. Jain was liable to expire on March 04, 2017.

Nomination and Remuneration Committee after considering rich experience and the valuable contribution and satisfactory performance of Mr. Jain, recommended to the Board for reappointment of Mr. Jainendar Kumar Jain as Independent Director for a period of one year. The Board of Directors vide its resolution dated February 11, 2017 reappointed Mr. Jain as Additional Director of the Company in the capacity of Independent Director with effect from March 05, 2017 pursuant to Section 161 of the Companies Act, 2013 read with Article 42 of Articles of Association of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from him along with a deposit of ₹1 Lakh proposing candidature for appointment as an Independent Director of the Company. The Company has also received a declaration from Mr. Jain confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Jain is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Jain fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations. Mr. Jain is not related to any other Director and Key Managerial Personnel of the Company.

The Board considers that Mr. Jainendar Kumar Jain's continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Jain as an Independent Director. Accordingly, the Board recommends the

resolution in relation to the re-appointment of Mr. Jain as an Independent Director, for approval by the shareholders of the Company, as Special Resolution as required under Section 149 (10) of the Companies Act, 2013.

Brief Resume of Mr. Jainendar Kumar Jain

Mr. Jain, who is an Ex-Director (Finance) of GAIL, is a Chartered Accountant and fellow member of the Institute of Chartered Accountants of India. He has a total experience of thirty two years in various Organizations in different capacities in Finance function. Mr. Jain was Director (Finance) in GAIL from 1996 to 2005. He was GAIL Nominee Director on the Board of Mahanagar Gas Limited from January 1998 to August 2003. He has been on the Board of Indraprastha Gas Limited besides various other companies in the past.

Details required pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 of Mr. Jain is provided as Annexure to the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives other than Mr. Jainendar Kumar Jain are in any way, concerned or interested, financially or otherwise, in the said resolution.

The resolution as set out in Item No. 7 of this Notice is accordingly recommended for your approval.

Item No. 8:

Ms. Susmita Sengupta was appointed as a Whole Time Director of the Company for the period commencing from February 15, 2014 till March 31, 2015 and the term was extended for another period of one year from April 01, 2015 till March 31, 2016. The shareholders in its 4th Extra Ordinary General Meeting further extended the tenure of Ms. Susmita Sengupta, Whole-Time Director from April 01, 2016 to February 10, 2017.

Accordingly, on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution at its meeting held on February 11, 2017 for re-appointment of Ms. Susmita Sengupta as a Whole Time Director for the period commencing from February 11, 2017 to February 10, 2018, subject to approval of members in the ensuing General Meeting and other statutory provisions as may be necessary for the time being in force.

As per the terms of the Secondment Agreement entered into by and between the promoters and the Company, our Company is required to reimburse to BG Exploration and Production India Limited (BGEPIIL) the amount of salary and other allowances payable to Ms. Susmita Sengupta in accordance with her service conditions with BGEPIIL. The Company has accordingly received the terms and conditions of service of Ms. Susmita Sengupta as set out in the resolution.

Brief Resume of Ms. Susmita Sengupta

Ms. Susmita Sengupta is a M.Sc in Chemical and Petroleum Engineering from the University of Calgary, Alberta and an AOSTRA Scholar from Alberta Oil Sands Technology and Research Authority Scholarship. She is affiliated to Professional Engineer, Canada, Pipeline Inspectors' Certification, Canada and GRI/PRCI NDT Committee, North East Gas Association, AGA, ASME, ACHE.

Prior to joining Mahanagar Gas Limited, she has held the position of Director - Engineering, Project Management at DCP Midstream, Denver/Midland, CO/TX, USA. Ms. Sengupta, inter alia, has led internal and EPCM engineering / construction project activities for multi-faceted operating assets (pipeline, compressor stations, processing plants). She has provided hands-on management of project control / forecasting / reporting activities. She has also prepared and implemented engineering & HSE required certification, practices, policies, procedures and managed employee and EPCM performance and conducted performance reviews.

Her prior experience has included working as Project Director, Project Management for ENOGEX/OGE, Oklahoma City, OK, USA, as Engineering Manager, Engineering & Corrosion department for Vermont Gas Systems, Burlington, VT, USA, as Formal Leader, South East Region, Construction & Maintenance for MICHCON Gas Company, Detroit, MI, USA, as a Program Manager for British Gas Plc., London/Loughborough, and UK among others. During the span of her career, the responsibilities included managing all phases of project budget control and financial reporting, ensuring project being carried out is as per Company specifications and regulatory Standards and are being implemented as per contract, preparing and maintaining group business plan and budgets.

Details required pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 of Ms. Susmita Sengupta is provided as Annexure to the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Susmita Sengupta, Whole Time Director and Mr. Akhil Mehrotra, Chairman, MGL and Nominee of BG Asia Pacific Holdings Pte. Limited, are concerned or interested financially or otherwise, in the said resolution.

The consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the accompanying Notice.

Item No. 9

Based on the recommendation of Nomination and Remuneration Committee, Mr. Virendra Nath Datt, nominated by GAIL (India) Limited, was appointed by the Board of Directors, as an Additional Director of the Company effective from May 28, 2017.

As per provisions of Section 161(1) of the Companies Act, 2013, he holds the office of Directorship till the conclusion of this Annual General Meeting. A Notice under Section 160 of the Companies Act, 2013 along with the requisite deposit has been received

from a member proposing his candidature for appointment as a Director of the Company.

Your Directors recommend appointment of Mr. Virendra Nath Datt as a Non-Executive Director of the Company, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice.

Brief Resume of Mr. Virendra Nath Datt

Mr. Virendra Nath Datt holds a Bachelor's degree in Science from Kurushetra University, Haryana and a Masters in Business Administration from Maharishi Dayanand University, Rohtak, Haryana. He is presently Executive Director (Corporate Strategy, Planning & Advocacy) with GAIL (India) Limited.

Mr. Datt has a rich experience of over 32 years in the Natural Gas industry in India. He started his career with the Oil & Natural Gas Corporation (ONGC) in 1985 and moved to GAIL in 1995 after serving in ONGC for 10 years. Over the years, he has handled important assignments in the Natural Gas business ranging from gas procurement from domestic as well as International sources (both as LNG and transnational pipelines), as well as in the area of Natural Gas transportation and marketing.

Mr. Datt played a key role in finalising various agreements leading up to commissioning of India's first LNG receiving terminal at Dahej in 2004. He was also a key member of the team that negotiated the gas purchase agreement for the TAPI pipeline project. He has been closely associated in formulating a number of important policy initiatives launched by the Government of India in the areas of City Gas Distribution, supply of regasified LNG to stranded Power Plants, policy for pooling of gas price for urea plants and formulation of Gas Swapping Guidelines etc.

Details required pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 of Mr. Virendra Nath Datt is provided as Annexure to the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except Mr. Virendra Nath Datt and Mr. Rajeev Mathur, Managing Director, MGL and Nominee of GAIL on the Board of Mahanagar Gas Limited.

Item No. 10

Based on the recommendation of Nomination and Remuneration Committee, Mr. Sunil Porwal, nominated by Government of Maharashtra, was appointed by the Board of Directors, as an Additional Director of the Company effective from May 26, 2017.

As per provisions of Section 161(1) of the Companies Act, 2013, he holds the office of Directorship till the conclusion of this Annual General Meeting. A Notice under Section 160 of the Companies Act, 2013 along with the requisite deposit has been received

Notice

from a member proposing his candidature for appointment as a Director of the Company.

Your Directors recommend appointment of Mr. Sunil Porwal as a Non-Executive Director of the Company, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice.

Brief Resume of Mr. Sunil Porwal

Mr. Sunil Porwal is holding Bachelor's degree in Science and has completed post- graduation in Development Management and Zoology. He belongs to 1983 batch of Indian Administrative Services, Maharashtra Cadre. Currently, he has taken over as Additional Chief Secretary (Industries), Government of Maharashtra.

Mr. Sunil Porwal is having a rich experience of 31 years working at various post like deputy Secretary, Joint Secretary, Member Secretary, Director on foreign training, Additional Secretary to Principal Secretary in various departments like Textile, Co-operative and Marketing, Rural Development and Water Conservation, Tribal Development, Ministry of Consumer Affairs, Food & Public Distribution, Atomic Energy in his tenure. Mr. Sunil Porwal has undergone various in - service training in the fields like MIS & Computer, Rural Management, ethical issues in today's Administration, improving Governance through Accountability, Natural Resources Management through various well known and eminent institutes like IIM - Ahmedabad, Institute of Rural Management, National Academy of Audit and Accounts, Administrative training institute. He has undergone various foreign training also in Law and Justice, at USA in JFK School Harvard University, training of Public Administration.

Mr. Sunil Porwal has also served on the Board of Directors of Maharashtra State Seeds Corporation Limited, Maharashtra Urban Infrastructure Development Company Limited and Maharashtra Urban Infrastructure Fundtrustee Company Limited.

Details required pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 of Mr. Sunil Porwal is provided as Annexure to the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives other than Mr. Sunil Porwal, are in any way concerned of interested, financially or otherwise, in the said resolution.

Item No.11

GAIL (India) Limited ("GAIL") is the largest state-owned gas transmission and marketing company in India and your Company purchases a substantial requirement of the natural gas from GAIL in the ordinary course of business and at arm's length basis. GAIL supplies entire domestic gas allotment provided by MOPNG to your Company at a price determined pursuant to MOPNG guidelines.

Further, your Company procures SPOT RLNG for its additional requirement through an approved competitive bidding mechanism from gas suppliers such as GAIL (India) Limited (GAIL), BG India Energy Solutions Private Limited (BGIES), Hazira LNG Private Limited (HLPL), Gujarat State Petroleum Corporation Limited (GSPCL), Bharat Petroleum Corporation Limited (BPCL), Hindustan Petroleum Corporation Limited (HPCL), Indian Oil Corporation Limited (IOCL) and Petronet LNG Limited (PLL). Accordingly, the Company has entered into various agreements with GAIL, BGIES, HLPL, IOCL GSPCL, BPCL, HPCL and PLL for purchase and transportation of gas. The Company proposes to execute Framework Gas Sales Agreement with Shell Energy Marketing and Trading India Private Limited (SEMTIPL) and may enter into such agreements with in future with Shell India Markets Private Limited (SIMPL). As the gas is procured through bidding process, it is not possible to ascertain the parties to whom the contract may be awarded. Hence, calculating the amount of gas to be purchased from individual gas suppliers may not be possible. In this regard, an estimated amount of gas to be purchased from all the parties is ascertained and submitted for the approval of the shareholders as referred below.

As per the applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the following entities may be treated as Related Parties for purchase of gas:-

- i. GAIL (India) Limited
- ii. BG India Energy Solutions Private Limited
- iii. Hazira LNG Private Limited
- iv. Shell India Markets Private Limited
- v. Shell Energy Marketing and Trading India Private Limited

Although the present provisions of Section 188 of the Companies Act, 2013 read with rule 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions, read together with the exceptions therein, indicate that transaction/s entered into by the company, in its ordinary course of business and at arm's length basis, do not require any approval from the shareholders. The provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") prescribe for seeking of shareholders' approval, by way of Ordinary resolution, for material related party transactions.

Pursuant to provisions of the Listing Regulations, the transaction of purchase and transportation of gas is in ordinary course of business and at arm's length price and it being material in nature, per se, the same requires approval of the unrelated shareholders of the Company in a general meeting by an Ordinary resolution.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto and the Policy of the Company on Related Party Transaction are furnished hereunder:

1	The name of the related party and nature of relationship;	<ol style="list-style-type: none"> 1. GAIL (India) Limited, Promoter 2. BG India Energy Solutions Private Limited, Promoter Group Entity 3. Hazira LNG Private Limited, Promoter Group Entity 4. Shell India Markets Private Limited, Promoter Group Entity 5. Shell Energy Marketing and Trading India Private Limited, Promoter Group Entity
2	Name of the Director or Key Managerial Personnel, who is related.	<ol style="list-style-type: none"> 1. Mr. Akhil Mehrotra, Chairman 2. Mr. Rajeev Mathur, Managing Director 3. Ms. Susmita Sengupta, Whole Time Director 4. Mr. Virendra Nath Datt, Director
3	The nature, material terms, monetary value and particulars of the contract or arrangement;	<p>Mahanagar Gas Limited is in the business of City Gas Distribution, it purchases a substantial requirement of natural gas from GAIL (India) Limited, it purchases domestic gas through Government allocation of domestic Gas for CNG and Domestic PNG customers and SPOT / Term RLNG through board approved process of competitive bidding system. Accordingly, Company has entered into various agreements with GAIL (India) Limited (GAIL), Hazira LNG Pvt. Ltd. (HLPL), BG India Energy Solutions Private Limited (BGIES) for purchase and transportation of natural gas.</p> <p>A. Details of existing contracts entered with GAIL are as follows:</p> <ol style="list-style-type: none"> 1. APM Agreement (Administered Price Mechanism) <ul style="list-style-type: none"> ● Nature: Long Term Gas Sales and Transportation Contract 2. PMT Agreement (Panna Mukta Tapti Fields) <ul style="list-style-type: none"> ● Nature: Long Term Gas Sales and Transportation Contract 3. SPOT RLNG Contracts (Spot Gas Sale Agreement) <ul style="list-style-type: none"> ● Nature: Short Term Spot Gas Sales Agreement 4. Gas Transmission Agreement <ul style="list-style-type: none"> ● GTA dated January 02, 2008 <p>B. Details of existing contract entered with HLPL is as follows:</p> <ul style="list-style-type: none"> ● Nature: Framework Gas Sale Agreement on RE basis <p>C. Details of existing contract with BG India Energy Solutions Private Limited is as follows:-</p> <ul style="list-style-type: none"> ● Nature: Supply Framework Agreement on RE basis <p>D. Details of contract to be executed with Shell Energy Marketing and Trading India Private Limited is as follows</p> <ul style="list-style-type: none"> ● Nature: Framework Gas Sale Agreement (FGSA) on RE basis <p>E. Further, to meet requirement of natural gas as per business needs, Company may enter into various Agreements (e.g. Gas Sale / Purchase / Transportation Agreements / Hooking up Agreements / pipeline connectivity / CGS capacity enhancement related agreement / any other business related transactions approved by SMG) with GAIL, HLPL, BGIES, SIMPL and SENTIPL not exceeding the monetary limits as mentioned in the AGM notice, subject to the approval of the shareholders in General Meeting.</p> <p>Estimate of annual value of the purchase and transportation of gas:</p> <ol style="list-style-type: none"> a) ₹ 1,400 Crores (for the FY Ending on March 31, 2018)* b) ₹ 1,850 Crores (for the FY Ending on March 31, 2019)*
4	Any other information relevant or important for the members & to take a decision on the proposed transaction	--

*Note: - The estimated value of transaction is derived from Board approved Business Plan with reasonable escalation, considering uncertainties that may prevail in various parameters during the transaction period like Exchange Rate, Spot RLNG price, Government of India's Domestic Gas Allocation / Domestic Gas Pricing guidelines, any other transactions for erection of gas supply facilities like tap-off, pipeline connectivity for MGL, downstream customers etc.

The above proposals were approved by the Audit Committee at its meeting held on August 09, 2017 and is recommended by the Board of Directors vide resolution passed at its meeting held on August 09, 2017 to the unrelated shareholders of the Company for their approval.

The Board of Directors therefore recommends the resolution as set out in Item No.11 of the Notice for approval of shareholders of the Company. As per Regulation 23 of the Listing Regulations, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of Material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company will not vote on this resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Akhil Mehrotra, Chairman, MGL and Ms. Susmita Sengupta, Whole Time Director, MGL and Nominee of BG Asia Pacific Holdings Pte. Limited and Mr. Rajeev Mathur, Managing Director and Mr. Virendra Nath Datt, Director and Nominee of GAIL, are concerned or interested financially or otherwise, in the said resolution.

ANNEXURE TO THE AGM NOTICE

Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting
(In pursuance of Regulation 36 (3) of SEBI (LODR) Regulations, 2015)

Name of the Director	Mrs. Radhika Haribhakti	Mr. Jainendar Kumar Jain	Ms. Susmita Sengupta	Mr. Virendra Nath Dait	Mr. Sunil Porwal
Director Identification No	02409519	00066452	06825311	07823778	03500367
Date of Birth	December 20, 1957	October 21, 1945	August 17, 1957	February 20, 1962	December 16, 1958
Date of Appointment/re-appointment	March 05, 2017	March 05, 2017	February 11, 2017	May 28, 2017	May 26, 2017
Chairman/Member of the Committees of the Board of Directors of the Company	Chairman – Corporate Social Responsibility Committee and Member – Audit Committee.	Chairman - Audit Committee	Member- Corporate Social Responsibility Committee and Stakeholders Relationship Committee.	Member- Audit Committee and Nomination and Remuneration Committee.	NIL
List of other Companies in which Directorship held	1. Navin Fluorine International Limited. 2. Rain Industries Limited. 3. Adani Ports and Special Economic Zone Limited. 4. ICRA Limited. 5. EIH Associated Hotels Limited. 6. Vstaar Financial Services Private Limited.	Jamna Auto Industries Limited.	NIL	NIL	1. Maharashtra Airport Development Company Limited. 2. Maharashtra Vikrikar Rokhe Pradhikaran Limited 3. Aurangabad Industrial Township Limited. 4. Maharashtra Information Technology Corporation Limited. 5. SICOM Limited.
Chairman/Member of the Committee of Board of Directors of other Companies	1. Navin Fluorine International Limited. 2. Member- Stakeholder Committee Rain Industries Limited. 3. Member- Audit Committee 4. Member- Nomination and Remuneration Committee. 5. Adani Ports and Special Economic Zone Limited. 6. Member- Audit Committee 7. Member- Stakeholder Relationship Committee 8. Member- Nomination and Remuneration Committee 9. ICRA Limited. 10. Chairperson- Nomination and Remuneration Committee 11. Member - Audit Committee 12. EIH Associated Hotels Limited. 13. Member- Audit Committee 14. Vstaar Financial Services Private Limited. 15. Chairperson - Nomination Committee	Jamna Auto Industries Limited Member – Audit Committee Member- Remuneration Committee	NIL	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL
Relationship with other Director	No	No	No	No	No

Brief Profile of Mr. Akhil Mehrotra

Name of the Director	Mr. Akhil Mehrotra
Director Identification No	07197901
Date of Birth	August 27, 1967
Date of Appointment/ re- appointment	May 28, 2017
Brief Profile	<p>Mr. Akhil Mehrotra is an energy sector professional with over 25 years of experience in oil & gas, power and telecom sector. Mr. Mehrotra is presently Head, City Gas Distribution Business, and India with BGEPIIL (a part of Royal Dutch Shell plc group of companies). Mr. Mehrotra has got extensive experience in managing all aspects of the city gas business and gas markets in India.</p> <p>Prior to this, Mr. Mehrotra has held the position of Director - Downstream Business with BG India and Director - Business Development and Regulatory Affairs at Gujarat Gas Company Limited (a BG Group company at that time). His career also includes working with Reliance Group of Industries (Reliance Industries, Reliance Infocomm & BSES) handling Power, Petrochemicals & Telecom Business.</p> <p>His key expertise, inter alia, are Management of Gas business (Midstream and Downstream), Business Development, Gas Market development, Project Management, O&M, HSSE, Risk Management and Stakeholder Management. Mr. Mehrotra has in the year 2012-13 chaired the committee on "Vision 2030" - Natural Gas Infrastructure in India, setup by Petroleum & Natural Gas Regulatory Board (PNGRB). The committee submitted its report in May 2013. He has been part of most committees set up by the PNGRB to draft the regulations in the gas sector in India. He has also worked for development of gas markets in other developing nations across the world.</p>
Chairman/Member of the Committees of the Board of Directors of the Company	Member - Audit Committee and Member - Nomination and Remuneration Committee.
List of other Companies in which Directorship held	<ol style="list-style-type: none"> 1. BG India Energy Private Limited. 2. BG India Energy Services Private Limited. 3. BG LNG Regas India Private Limited.
Chairman/ Member of the Committee of Board of Directors of other Companies	Nil
Shareholding in the Company	Nil
Relationship with other Director	No

By Order of the Board
For MAHANAGAR GAS LIMITED



Alok Mishra
Company Secretary & Compliance Officer

Place: Mumbai
Dated: August 09, 2017

Notice



MAHANAGAR GAS LIMITED

Regd. Off.: MGL House, Block No: G-33, Bandra-Kurla Complex, Bandra (E), Mumbai -400051
CIN: L40200MH1995PLC088133 | Tel No. +91 22 6678 5000 | Fax: +91 22 2652 8925
Website: www.mahanagargas.com | E-mail: info@mahanagargas.com

TWENTY SECOND ANNUAL GENERAL MEETING ATTENDANCE SLIP

DP ID: _____ Client ID _____

Folio No: _____ No. of shares: _____

(To be filled by the member)

I, hereby, record my presence at the **Twenty Second Annual General Meeting** of the Company being held on Monday, September 25, 2017 at "IES Manik Sabhagriha" Auditorium, Vishwakarma M.D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West) Mumbai - 400 050 at 1100 hours (IST).

Name of Member : _____

Name of Proxy : _____

Signature of Member/Proxy : _____

Note:

1. A Member / Proxy attending the Meeting must complete this Attendance Slip and hand it over at the entrance of Meeting hall.



MAHANAGAR GAS LIMITED

Regd. Off.: MGL House, Block No: G-33, Bandra-Kurla Complex, Bandra (E), Mumbai -400051
CIN: L40200MH1995PLC088133 | Tel No. +91 22 6678 5000 | Fax: +91 22 2652 8925 | Website: www.mahanagargas.com | E-mail: info@mahanagargas.com

PROXY FORM

(Form No. MGT – 11)

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): _____ E-mail Id: _____

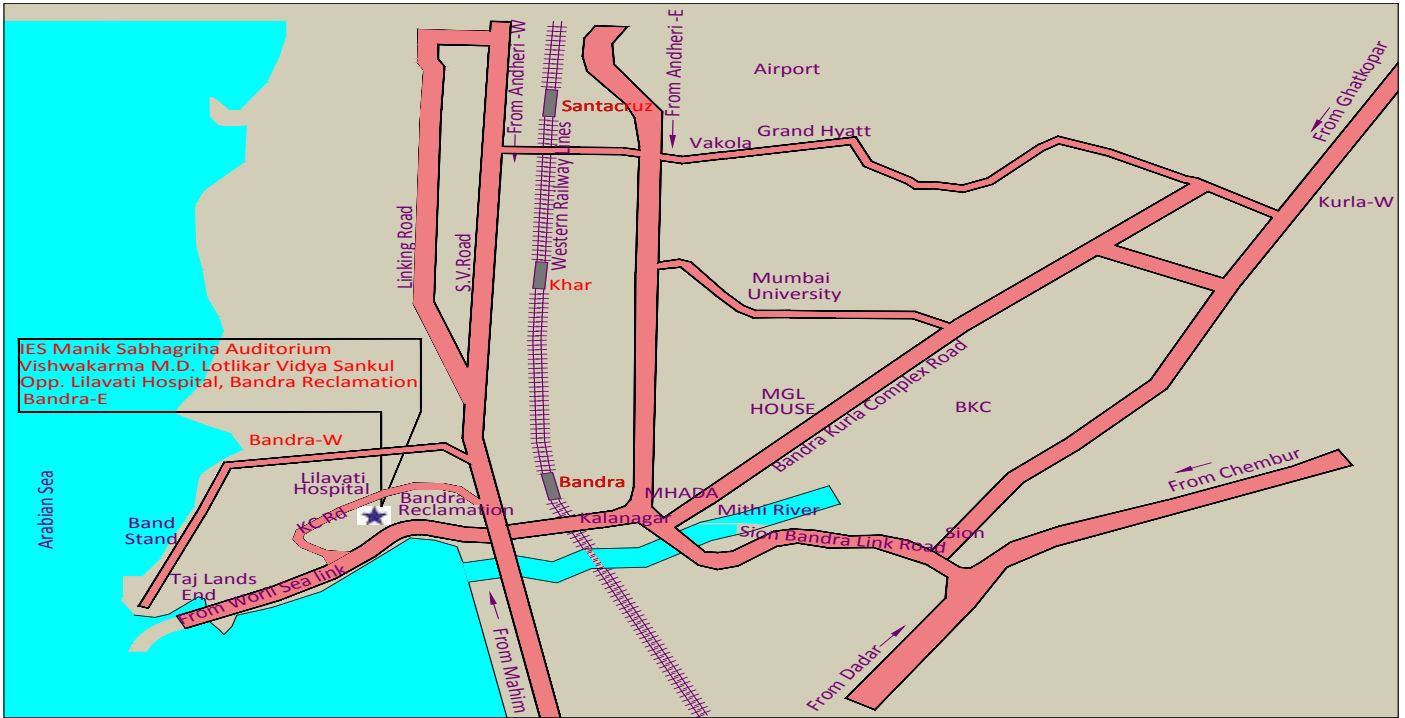
Registered address: _____ DP ID/Client ID/ Folio No: _____

I/We, being the member (s) of _____ shares of Mahanagar Gas Limited, hereby appoint:

1. Name: _____
Address _____ having
e-mail id _____ or failing him/her
2. Name: _____
Address _____ having
e-mail id _____ or failing him/her
3. Name: _____
Address _____ having
e-mail id _____ or failing him/her

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Monday, September 25, 2017 at "IES Manik Sabhagriha" Auditorium, Vishwakarma M.D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West) Mumbai - 400 050 at 1100 hours (IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

Route map for the venue of the Annual General Meeting of MGL



Sr. No	Resolution	Vote/s		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To consider and adopt the audited Financial Statements of the Company for the Financial Year ended on March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.			
2	To confirm the interim dividend of ₹8.00 per equity share, already paid and to declare the final dividend of ₹11.00 per equity share for the Financial Year ended on March 31, 2017.			
3	To appoint a Director in place of Mr. Akhil Mehrotra (DIN:- 07197901) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.			
4	To appoint Statutory Auditors and fix their remuneration.			
SPECIAL BUSINESS				
5	To approve remuneration of the Cost Auditor for the Financial Year ending on March 31, 2018.			
6	To appoint Mrs. Radhika Haribhakti (DIN:02409519), as an Independent Director of the Company.			
7	To re-appoint Mr. Jainendar Kumar Jain (DIN: 00066452), as an Independent Director of the Company.			
8	To re-appoint Ms. Susmita Sengupta (DIN: 06825311), as a Whole Time Director of the Company.			
9	To appoint Mr. Virendra Nath Datt (DIN: 07823778) as Non-Executive Director of the Company.			
10	To appoint Mr. Sunil Porwal (DIN: 03500367) as Non-Executive Director of the Company.			
11	To approve Material Related Party Transactions.			

Signed this _____ day of 2017

Affix
Revenue
Stamp

Signature of Proxy holder(s): _____

First Second Third

Signature of Member:

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The Proxy Form should be signed across the stamp as per specimen signature registered with the R&TA/Depository Participant (DP).
3. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.