



MAHANAGAR GAS LIMITED

Ref: MGL/CS/SE/2016/01

Date: August 20, 2016

To,

Head, Listing Compliance Department BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 001 Script Code/Symbol: <u>539957; MGL</u>	Head, Listing Compliance Department National Stock Exchange of India Ltd Exchange Plaza, Bandra –Kurla Complex, Bandra (East), Mumbai – 400 051 Script Symbol: <u>MGL</u>
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Sub: Outcome of 122nd Board Meeting held on August 20, 2016

In accordance with the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby inform you that a meeting of the Board of Directors of Mahanagar Gas Limited was held today i.e Saturday, August 20, 2016 and ended at 1700 hrs. The meeting inter alia transacted the following businesses:

1. Approved the amendment of Articles of Association, subject to the approval of the shareholders of the Company.
2. Approved the revised Code of Conduct and Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information. (Attached herewith as **Annexure-I**).
3. Decided to convene Twenty First Annual General Meeting of the shareholders of the Company on Monday, September 26, 2016 and approved the draft Notice of Annual General Meeting.

Kindly take the same in your record.

Thanking you,
Yours faithfully,

For Mahanagar Gas Limited


Alok Mishra
Company Secretary and Compliance Officer



MAHANAGAR GAS LIMITED

CODE OF CONDUCT AND CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

1. INTRODUCTION

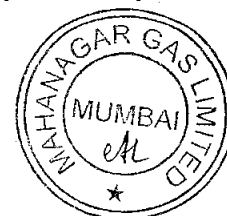
Insider Trading means trading in securities of a company by its directors, employees or other person (the “**Insiders**”) while in possession of Unpublished Price Sensitive information (“**UPSI**”). Such trading by Insiders erodes the investors’ confidence in the integrity of the management and is unhealthy for the company. Keeping this in mind, the Company has designed the following Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (the “**Code**” or the “**Code of Conduct**”) to maintain the highest ethical standards of dealing in shares of the Company by persons to whom it is applicable. The provisions of the Code of Conduct are designed to prohibit certain category of persons from trading in Mahanagar Gas Limited’s securities when in possession of any UPSI:

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

- A) These regulations for prevention of Insider Trading in dealing with the securities of Mahanagar Gas Limited (“**MGL**” or “**Company**”) hereinafter be called as the “Insider Trading Code”.
- B) The Insider Trading shall come into force with effect from the date of approval of the Board of Mahanagar Gas Limited (the “**Board**”) or date of listing of the equity shares of the Bombay Stock Exchange and the National Stock Exchange of India Limited (the “**recognized stock exchanges**”) and the amendment to the Code of Conduct, if any, shall be effective from the date on which it is notified, from time to time.
- C) Code of Conduct shall be applicable to and binding on all the Directors, Designated Employees of the Company, Connected Persons and Designated Persons.

2. DEFINITIONS

- 2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.
- 2.2 “**Board**” means the Board of Directors of the Company.
- 2.3 “**Code**” or “**Code of Conduct**” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Dealing in Securities by Insiders of Mahanagar Gas Limited, as amended from time to time.
- 2.4 “**Company**” means Mahanagar Gas Limited.
- 2.5 “**Compliance Officer**” means any senior officer, designate so and designated so and reporting to the Board, who is financially literate and is capable of appreciating legal and regulatory of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Compliance Officer shall be responsible for compliance of policies,



procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI; pre-clearing of trades; and monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the Board of Directors of the Company or head of the organization, as the case may be.

Note: As per Regulation 6(1) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, A listed entity shall appoint a qualified Company Secretary as the Compliance Officer.

2.6 “**Connected Person**” means:

- (i) any person who is or has, during the 6 months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established-
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognized or authorized by Securities & Exchange Board of India; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent of the holding or interest.

2.7 “**Dealing in Securities**” means an act of subscribing to, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company either as principal or agent.

2.8 “**Designated Employee(s)**” shall include:

- (i) Head of all Functions,
- (ii) Head of Department;
- (iii) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- (iv) Permanent invitees to the meetings of the Board of Directors of the Company and to



- the management review meetings;
- (v) any other employee as may be determined and informed by the Compliance Officer from time to time, with the approval of Managing Director.
- 2.9 **"Director"** means a member of the Board of Directors of the Company.
- 2.10 **"Designated Persons"** includes Promoters, Directors including Non-Executive Director, Designated Employees and their immediate relatives, Insiders (as defined below) and auditors including secretarial auditor, cost auditor, Internal auditor, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- 2.11 **"Generally available Information"** means information related to Mahanagar Gas Limited that is accessible to the public on a non-discriminatory basis.
- 2.12 **"Insider"** means any person, who is
- (i) a Designated person; or
- (ii) in possession of or having access to unpublished price sensitive information.
- 2.13 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof. For the sake of clarity, our Promoters are BG Asia Pacific Holdings Pte Limited and GAIL (India) Limited.
- 2.14 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, except units of a mutual fund;
- 2.15 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 2.16 **"Unpublished Price Sensitive Information"** or **"UPSI"** means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) financial results;
- (ii) intended declaration of dividends (interim and final);
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel;
- (vi) material events in accordance with the listing agreement of the Stock Exchanges and
- (vii) such other information as may be specified by the Compliance Officer for this purpose
- 2.17 **"Insider Trading Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 2.18 **"specified"** means specified by the Board of Directors of the Company in writing;
3. **ROLE OF THE COMPLIANCE OFFICER**
- 3.1 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive information; pre



clearing of trades by Designated Employees' and their dependents; and monitoring of trades and the implementation of this Code of Conduct under the overall supervision of the Managing Director of the Company. He shall work under the direct control, direction and superintendence of the Managing Director and he shall accordingly report to him.

- 3.2 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at regular intervals.
- 3.3 The Compliance Officer shall assist all employees in addressing any queries or seeking clarifications in relation to the Insider Trading Regulations and the Company's Code of Conduct.
- 3.4 The Compliance Officer shall maintain all records.
- 3.5 The Compliance officer is responsible for the implementation of Code of Fair Disclosure and Code of Conduct set out in Paragraph 14 of this Code of Conduct.
- 3.6 The Compliance Officer shall review and approve of trading plan and seek undertaking with respect to the trading plan confirming that the Trading Plan does not or would not violate any regulation of the Insider Trading Regulations.
- 3.7 The Compliance Officer shall notify trading plan to the Stock Exchanges where the securities of the Company are listed.
- 3.8 The Compliance officer shall maintain, for a period of five years, disclosures made by the Designated Persons.
- 3.9 Any other responsibilities as assigned under the Code of Conduct or the Insider Trading Regulations, from time to time.
- 3.10 The Compliance Officer shall maintain a record of the Designated Employees and any changes made in the list of Designated Employees.

4. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

- 4.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of his legal obligations.
- 4.2 Designated Persons of the Company shall maintain the confidentiality of all unpublished Price Sensitive Information. They shall not pass on such information to any person directly or indirectly by way of making a recommendation for the subscription to, purchase or sale of securities of the Company.
- 4.3 All non-public information directly received by any employee should immediately be reported to the head of the department.
- 4.4 If, in the performance of duties, it becomes necessary for the Designated Employees to disclose any price sensitive information to any person outside the Company, e.g., Advisors,



Auditors, Consultants, Merchant Bankers, etc., the Designated Employee shall inform the Compliance Officer of the Unpublished Price Sensitive Information proposed to be disclosed, and obtain the prior written consent of the Compliance Officer. The Designated Employee shall ensure that the concerned Advisor, Auditor, Consultant, Merchant Banker, etc., executes a Confidentiality Agreement with the Company.

5. **“NEED TO KNOW” BASIS**

- (i) “need to know” basis means that Unpublished Price Sensitive Information should be disclosed only within the Company or to the Designated Persons as and when required who need the information to discharge their duties or legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) There should be norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to “cross the wall.”
“Chinese Wall” separates those departments which routinely have access to UPSI, considered – **Inside areas** from those departments which deal with sale/marketing or other departments providing support services, considered-public areas.
- (iii) Limited access to confidential information: Files containing confidential information shall be kept secure. Files in Computer system must have adequate security of login and password, etc.

6. **PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”**

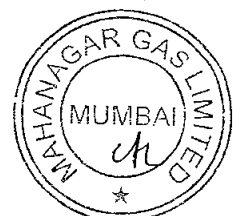
6.1 **Trading Plan:**

Meaning and Objective

An insider shall be entitled to formulate a trading plan for dealing in the securities of the Company in accordance with the Insider Trading Regulations and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.2 **Such trading plan shall:-**

- (i) not entail commencement of trading on behalf of the insider earlier than 6 months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results; Example: If the last day of the financial period is 30th September, 2015, trading is not allowed for the period from 10th September 2015 to 12th November 2015, if Board meeting held on 10th November 2015 for disclosure of financial results.
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.
- (vii) entail for the provision of renewal of the trading plan.



(viii) entail for the deviation from the trading plan.

- 6.3 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential violation of these regulations and approve it in consultation with the Managing Director. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- 6.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer/Company/BOD.

- 6.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed or proposed to be listed.

7. TRADING WINDOW AND WINDOW CLOSURE

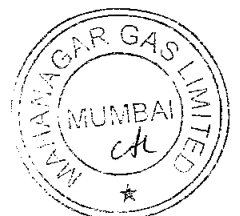
- 7.1 The Designated Employee and Designated Persons shall trade in securities of the Company only during a specific trading period called "Trading Window" to be specified by the Company. The Trading Window shall be closed during the time the information mentioned hereunder is unpublished.
- i. The trading window shall be, *inter alia*, closed 7 days prior to and during the time the Unpublished Price Sensitive Information is published.
 - ii. When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.
 - iii. All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (iii) above or during any other period as may be specified by the Company from time to time.
 - iv. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.
- 7.2 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- 7.3 The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive



Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

8 PRE-CLEARANCE OF TRADES

- 8.1 All Designated Persons, who intend to deal in the securities of the Company when the trading window is open and if the value of the proposed trade or cumulative trade whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value is above **Rs. 10 Lakhs (market value) or 1% of total securityholding**, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of an Unpublished Price Sensitive Information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:
- (i) An application may be made in the prescribed Form (**Annexure 1**) to the Compliance Officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this regard.
 - (ii) An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Designated Persons incorporating, *inter alia*, the following clauses, as may be applicable:
 - (a) That the employee/director/officer does not have any access or has not received “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
 - (b) That in case the Designated person has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the Code of Conduct of the Company as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.
 - (iii) All Designated Persons shall execute their order in respect of securities of the Company within 7 trading days of the receipt of approval from the Compliance Officer. The Designated Persons shall file within 2 trading days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form (**Annexure 4**). In case the transaction is not undertaken, a report to that effect shall be filed..
 - (iv) If the order is not executed within 7 trading days after the approval is given, the Designated Persons must pre-clear the transaction again.
 - (v) All Designated Persons who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of securities during the next 6 months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits



from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for the credit to the investor Protection and Education Fund administered by Securities and Exchange Board of India under the Act. The Compliance Officer can grant relaxation from strict application of the restrictions after recording the reasons in this regard provided that such relaxation does not violate the Insider Trading Regulations. It may however, be noted that in terms of the Insider Trading Regulations, no such purchase/sale will be permitted when the Trading Window is closed. Except in case of subscription in the primary market (initial public offers), the Designated Persons shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted as per Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2009.

- (vi) The Compliance Officer may waive off the holding period in case of sale of securities in case of a personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

9. OTHER RESTRICTIONS

- 9.1 The disclosures to be made by any person under this Code of Conduct shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 9.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code of Conduct.
- 9.3 Provided that trading in derivatives of securities is permitted by any law for the time being in force.
- 9.4 The disclosures made under this Code of Conduct shall be maintained by the Company for a period of 5 years. Such disclosures may be maintained by the Company in physical/electronic mode.
- 9.5 The Code of Conduct shall specify the period which in any event shall not be less than six months within which a designated person who is permitted to trade shall enter a contra trade. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to Securities and Exchange Board of India for credit to the Investor Protection and Education Fund administered by the Securities and Exchange Board of India under the Act.

10. REPORTING REQUIREMENTS FOR TRANSACTION IN SECURITIES

10.1 Initial Disclosure

Designated Persons of the Company, within thirty days of these regulations taking effect or becoming applicable, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members, including immediate relatives in the prescribed **Form A** as set out in **Annexure 5**.



Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within 7 days of such appointment or becoming a promoter, along with the disclosure of details of holding of securities of their relatives in the prescribed **Form B** as set out in **Annexure 6**.

10.2 Continual Disclosure

Every designated person of the Company shall disclose to the Company the number of such securities acquired or disposed off within 2 trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value is above **Rs. 10 Lakhs (market value) or 1% of total securities holding**, whichever is less in the prescribed **Form C** as set out in **Annexure 7**.

The disclosure shall be made within 2 trading days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

10.3 Disclosures by other Connected Persons

The Compliance Officer may, require any other connected person or class of connected person to disclose the holdings and trading in securities of the Company as per **Form D** set out in **Annexure 8** at such frequency as he may determine in order to monitor compliance with these Insider Trading Regulations.

11. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S)

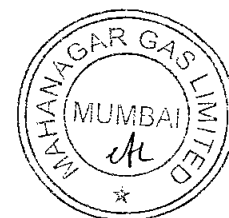
- 11.1 Within 2 trading days of the receipt of intimation by way of continual disclosure by the Designated Person under Clause 10.2, the Compliance Officer shall disclose to all Stock Exchanges on which the securities of the Company is listed.
- 11.2 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of 5 years.

12. DISSEMINATION OF PRICE SENSITIVE INFORMATION

- 12.1 No information shall be passed on by the Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 12.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts or institutional investors or Media persons;

- Only public information to be provided.
- At least two Company representatives authorized by the Board of the Company be present at meetings with analysts, media persons and institutional investors except in case of Managing Director
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.



- Simultaneous release of information to the media/analysts/institutional investors.

13. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- 13.1 All Designated Persons shall be individually responsible for complying with the applicable provisions of this Code of Conduct. The persons who violate this Code of Conduct shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an employee may include wage freeze, suspension or termination of employment.
- 13.2 Action taken by the Company for violation of the Insider Trading Regulations and the Code of Conduct against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
- 13.3 Under Section 15G of the SEBI Act, any insider who indulges in insider trading in contravention of regulations is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs. 25 crores or three times the amount of profits made out of insider trading, whichever is high. Under Section 24 of the SEBI Act, anyone who contravenes the Insider Trading Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to 25 crores or with both.
- 13.4 In case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years or with fine, which may extend to twenty-five crores or with both.
- 13.5 In case it is observed by the Compliance Officer that there has been a violation of the Insider Trading Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable direction from the Audit Committee. The Compliance Officer shall simultaneously inform Securities and Exchange Board of India about such violation. The person, against whom information has been furnished by the Compliance Officer to SEBI for violations of the Regulation/Code of Conduct, shall provide all information and render necessary co-operation as be required by the Company/Compliance Officer or Securities and Exchange Board of India in this connection.

14. CODE OF FAIR DISCLOSURE

A code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information for adhering with each of the principles is set out below:

- 14.1 Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 14.2 Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- 14.3 Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.



- 14.4 The Compliance Officer shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 14.5 Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 14.6 **Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.**
- 14.7 Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 14.8 Handling of all unpublished price sensitive information on a need-to-know basis.



ANNEXURES

MAHANAGAR GAS LIMITED

ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Application No. -----/2015

Date:

To,
The Compliance Officer,
Mahanagar Gas Limited,
Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscription of

equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No./DP ID/Client ID No.		
5.	The proposal is for		*a. Purchase of securities *b. Subscription to securities *c. Sale of securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed to/sold (Range-minimum or maximum approx.)		
8.	Price at which the transaction is proposed (Range-minimum or maximum approx.)		
9.	Current market price (as on the date of application), if any as on the date and time of application.		
10.	Whether the proposed transaction will be through stock exchange or off-market deal.		
11.	Folio No/DP ID/Client ID No. where the securities will be credited/debited (Only in case of off market deal)		

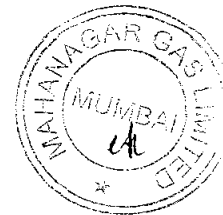
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I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

Encl : As Above



MAHANAGAR GAS LIMITED

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

Date:

To,
Mahanagar Gas Limited,
Mumbai

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the "Code of Conduct") up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code of Conduct, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public. I declare that I have not contravened the provisions of the Code of Conduct as notified by the Company from time to time.

I undertake to submit the necessary report within two trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within seven trading days of the receipt of approval failing which I shall

Seek fresh pre-clearance.

I declare that I have made full and true disclosure in the matter.

Signature : _____

* Indicate number of shares



MAHANAGAR GAS LIMITED

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

Date:

To,
Name : _____
Designation : _____
Place : _____

Ref: Application No.----/2015 for Pre-Clearance of dealing in securities

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved for purchase/subscription to/sale. Please note that the said transaction must be completed on or before _____ (date) that is within seven trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within two trading days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
for **MAHANAGAR GAS LIMITED**

COMPLIANCE OFFICER

Encl: Format for submission of details of transaction



MAHANAGAR GAS LIMITED

**ANNEXURE 4
FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within two trading days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Mahanagar Gas Limited,
Mumbai.

Date: _____

Ref: Approval No.dated.....for pre-clearance of dealing in securities
I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities deal with	Bought/sold/subscribed to	DP ID/Client ID / Folio No	Price (Rs.) Per unit of Security

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of off market transaction).

*I agree to hold the above securities for a minimum period of six months from the date of subscription/purchase. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

*I agree to refrain from buying the above securities for a minimum period of six months from the date of sale. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of sale of securities)*

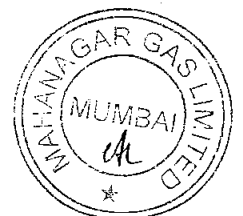
I declare that the above information is correct and that no provisions of the Company's Code of Conduct and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature : _____

Name :

Designation:

*Strike off whichever is not applicable.



**ANNEXURE 5
FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature: _____

Designation: _____

Date: _____

Place: _____



ANNEXURE 6

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b)
read with Regulation 6(2) – Disclosure on becoming a Director/KMP/Promoter]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:



**ANNEXURE 7
FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]**

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Securities held prior to acquisition /disposal		Securities acquired/Dispose				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge /	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

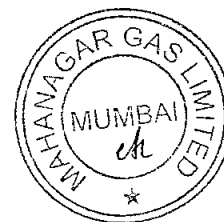
Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.



Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Name:-
Signature:
Date:
Place:



**ANNEXURE 8
FORM D (Indicative Format)**

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name of the company: _____

ISIN of the company: _____

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Dispose				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/public/rights/ Preferential offer / off market/ Inter-se transfer, ESDPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.



Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:

Signature:

Date:

Place:

