



MAHANAGAR GAS LIMITED

Ref: MGL/CS/SE/2021/390

Date: May 04, 2021

To,

Head, Listing Compliance Department BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 001 Scrip Code/Symbol: <u>539957; MGL</u>	Head, Listing Compliance Department National Stock Exchange of India Ltd Exchange Plaza, Bandra –Kurla Complex, Bandra (East), Mumbai - 400051 Script Symbol: <u>MGL</u>
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Sub: Submission of Secretarial Compliance Report for the Financial Year ended March 31, 2021

Dear Sir/ Madam,

With reference to the subject mentioned above, we submit herewith the Secretarial Compliance Report for the Financial Year ended March 31, 2021 issued by M/s Alwyn Jay & Co., Company Secretaries pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the above information on your records and disseminate the same on your website.

Thanking you,
Yours faithfully,
For Mahanagar Gas Limited

Atul Prabhu
Company Secretary & Compliance Officer



Encl.: a/a



Alwyn Jay & Co. Company Secretaries

[Firm Registration No: P2010MH021500] [Peer Review Certificate No.621/2019]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali(East),Mumbai 400101.
Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (E), Thane-401107 ; Tel:022-79629822 ; Mob: 09820465195; 09819334743
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Secretarial compliance report of Mahanagar Gas Limited (CIN:L40200MH1995PLC088133) for the year ended 31st March, 2021

We, Alwyn Jay & Co., Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Mahanagar Gas Limited** (hereinafter called "**the Company**"),
- (b) the fillings/submissions made by the Company to the stock exchanges,
- (c) Website of the Company.
- (d) any other documents/filing, as may relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2021** ("Review Period") in respect of compliance with provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder and
- (b) the Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circular, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable during the period under review;**

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable during the period under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable during the period under review;**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable during the period under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- **Not applicable during the period under review;**
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not applicable during the period under review;**
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading); Regulations, 2015;
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable during the period under review;**
- (k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

And circulars/guidelines issued thereunder.

and based on the above examination, we hereby report that during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder including SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 to the extent applicable.
- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.

(c) Re-appointment of Mrs. Radhika Vijay Haribhakti as an Independent Director was not approved by the members of the Company at the Annual General Meeting held on 24th September, 2020. Accordingly, Mrs. Radhika Vijay Haribhakti ceased to be independent director of the Company with immediate effect. Therefore, as on date, there is no Woman Independent Director on the Board of the Company. Further, the Company has received a letter from National Stock Exchange of India for payment of penalty for Non-compliance with Regulation 17(1) of the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 for non-appointment of Independent Woman Director. The Company has paid penalty amounting to Rs. 41,300/- (including GST) to the National Stock Exchange of India Limited. Further, as per the clarification submitted by the Company to the National Stock Exchange of India Limited and information provided by the Company, the Company has initiated all necessary steps and is in process of the appointment of Woman Independent Director on the Board of the Company as per the provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and Companies Act, 2013.

Apart from the above, no other actions were taken against the Company/ its promoters/directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circular/guidelines issued thereunder.

(d) The Company has taken the following actions to comply with the observation made in previous reports: **Not Applicable**

Place : Mumbai
Date : 30th April, 2021

ALWYN JAY & Co.
Company Secretaries



A handwritten signature in blue ink, appearing to read "Vijay Sonone".

Office Address :
Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai - 400101

[Vijay Sonone FCS.7301]
(Partner)
[Certificate of Practice No.7991]
[UDIN : F007301C000217775]