



# MAHANAGAR GAS LIMITED

## MUMBAI

Regd. Off.: MGL House, Block No: G-33, Bandra-Kurla Complex, Bandra (E), Mumbai -400051  
 CIN: L40200MH1995PLC088133I Tel No. +91 22 6678 5000  
 Website: www.mahanagargas.com | E-mail: info@mahanagargas.com

To,  
 The Members

**NOTICE** is hereby given that the **Twenty-Fifth Annual General Meeting (AGM)** of the Members of Mahanagar Gas Limited will be held on Thursday, September 24, 2020 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

- To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
- To confirm the payment of Interim Dividend of ₹9.50 per equity share, already paid and to declare the Final dividend of ₹10.50 and Special Dividend of ₹15 per equity share for the financial year ended on March 31, 2020.
- To appoint a Director in place of Mr. Sanjib Datta (DIN: 07008785), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- Ratification of Cost Auditors' remuneration.

To consider and if thought fit, to pass, the following Resolutions as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules thereunder (including any statutory modifications and re-enactments thereof for the time being

in force) the remuneration payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Registration No. 30) re-appointed by the Board of Directors as cost auditors to conduct the audit of cost records maintained by the Company for the financial year ending March 31, 2021 being ₹3,45,000/- (Rupees Three Lakh Forty Five Thousand only) plus applicable taxes and reimbursement of Out of Pocket expenses that may be incurred by them in connection with the aforesaid audit, be and is hereby ratified.

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

- To approve Material Related Party Transactions.

To consider and if thought fit, to pass, the following Resolutions 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 24<sup>th</sup> Annual General Meeting held on September 09, 2019, 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	Agreements entered / to be entered for purchase and transportation of gas.	₹2,500 Crores (for the financial year ending on March 31, 2022)
02.	Petronet LNG Limited	Promoter Group Entity		

**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”.

6. Appointment of Mr. Syed S. Hussain (DIN: 00209117) as an Independent Director.

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 (1) and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Syed S. Hussain (DIN: 00209117), who was appointed as an Additional Director (Independent Category) of the Company, by the Board of Directors with effect from September 09, 2019 and who holds the said office in terms of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria prescribed for Independent Director under Section 149 (6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and as recommended by the Nomination and Remuneration Committee and Board of Directors in their meetings, be and is hereby appointed as an Independent Director of the Company for a period of 3 (Three) consecutive years i.e. from September 09, 2019 upto September 08, 2022, not liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary to give effect to the above resolution.

7. Re-Appointment of Mrs. Radhika Vijay Haribhakti (DIN: 02409519) as an Independent Director.

To consider and if thought fit, to pass the following Resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said

Act, applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mrs. Radhika Vijay Haribhakti (DIN: 02409519), who was re-appointed as an Independent Director of the Company, by the Board of Directors with effect from March 05, 2020 and who has submitted a declaration that she meets the criteria prescribed for Independent Director under Section 149 (6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director and as recommended by the Nomination and Remuneration Committee and Board of Directors in their meetings, be and is hereby re-appointed as an Independent Director of the Company for a second term commencing from March 05, 2020 upto March 04, 2023, not liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary to give effect to the above resolution.

8. To appoint Mr. Manoj Jain (DIN: 07556033) as Director.

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 160 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. Manoj Jain (DIN: 07556033), who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the ensuing 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, as recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

By Order of the Board  
For **Mahanagar Gas Limited**

Sd/-

Place: Mumbai  
Date: August 07, 2020 Company Secretary & Compliance Officer  
**Saghan Srivastava**

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 (collectively referred to as 'MCA Circulars'), physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. In view of this, Route Map showing the location of the Venue of the AGM is also not attached.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations" or "SEBI LODR") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars, through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.mahanagargas.com](http://www.mahanagargas.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. 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. Considering the amendment in the Regulation 40 of "SEBI LODR" all the shareholders who continue to hold shares in physical form are advised to get the shares in Dematerialized as it is mandated that transfer of securities would be carried out in dematerialized form only. The investors are requested to contact to the Registrar & Transfer Agents in order to complete the process.
9. In case of joint holders, 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 at the AGM.
10. The Company strongly believes in green initiatives and in pursuance of the same members are requested to provide their e-mail address or update their existing e-mail address with their DPs in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agents in case the shares are held by them in physical form, to enable the Company communicate with the Members in a better, eco-friendly and faster way.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank

- details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agents of the Company in case the shares are held by them in physical form.
12. The Board of Directors, in its meeting held on February 26, 2020, had declared an Interim Dividend of ₹9.50/- per equity Share of the face value of ₹10/- each, on the paid-up Equity Share Capital of the Company, for the Financial Year 2019-2020 and was paid on March 16, 2020 to all eligible shareholders as on record date i.e. March 09, 2020.
  13. Pursuant to the provisions of section 91 of the Act, the register of members and share transfer books of the company will remain closed from Friday, September 18, 2020 to Thursday, September 24, 2020 (both days inclusive).
  14. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made as under:
    - (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on Thursday, September 17, 2020.
    - (ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Thursday, September 17, 2020.
  15. The Final Dividend for the financial year ended March 31, 2020, as recommended by the Board, if approved at the AGM, will be paid on Tuesday, October 06, 2020 to those Members whose name appears in the Register of Members of the Company as on Thursday, September 17, 2020.
  16. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Registrar and Share Transfer Agents (in case of shares held in physical mode) and depositories (in case of shares held in dematerialized mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of

tax at source by e-mail to [mgldividend@linkintime.co.in](mailto:mgldividend@linkintime.co.in) or update the same by visiting the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Wednesday, September 09, 2020 by 11:59 p.m. (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a prescribed rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to [mgldividend@linkintime.co.in](mailto:mgldividend@linkintime.co.in) or update the same by visiting the link : <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> The aforesaid declarations and documents need to be submitted by the shareholders on or before Wednesday, September 09, 2020 by 11:59 p.m. (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

17. Dividend will be preferably paid through National Electronic Clearing Service (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.
18. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall within 30 days of normalisation of the postal services dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members.
19. To ensure timely credit of dividend through National Electronic Clearing Service (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 Registrar and Share Transfer Agent of the company by visiting the link [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html), in case of shares held in physical mode, on or before Thursday, September 17, 2020.
20. In compliance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.mgl.com](http://www.mgl.com).

mahanagargas.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.

21. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 07, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Twenty-Fifth AGM.
22. The Board of Directors has appointed Mr. Upendra C. Shukla, Practicing Company Secretary (Membership No. F2727) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
23. Shareholders are requested to send their share transfer and all other requests and complaints to Link Intime India Private Limited (Registrar and Share Transfer Agents (RTA) of the Company) at the following address:  
  
C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli (West), Mumbai - 400083, Maharashtra.
24. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination forms can be obtained from the RTA.
25. As per Rule 3 of Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.
26. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary, at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
27. Process for registering e-mail addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:

- (i) **Registration of e-mail addresses with Link Intime India Private Limited:** The Company has made special arrangements with the RTA for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this

Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company / DPs are required to provide the same to the RTA on or before 5:00 p.m. (IST) on Thursday, September 17, 2020 by visiting the link : [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and thereafter selecting the Company name 'Mahanagar Gas Limited'.

- (ii) **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, by writing to them at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.
- (iii) Alternatively, those Shareholders who have not registered their e-mail addresses are required to send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring user id and password and registration of e-mail ids for e-Voting for the resolutions set out in this Notice:
  - In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
  - In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
28. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below.

#### **A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM**

- i) The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM and submit votes on announcement by the Chairman. Please note

that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members may also use the OTP based login for logging into the e-Voting system of NSDL.

- ii) Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii) Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address at [25thagm@mahanagargas.com](mailto:25thagm@mahanagargas.com) on or before 3.00 p.m. (IST) on Tuesday, September 22, 2020. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
- iv) Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [25thagm@mahanagargas.com](mailto:25thagm@mahanagargas.com) between Friday, September 18, 2020 (9.00 a.m. IST) and Tuesday, September 22, 2020 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v) Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

or call on toll free no.:- 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or call on +91 22 24994360 or contact Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or call on 022-24994545.

## B. INSTRUCTIONS FOR E-VOTING BEFORE / DURING THE AGM

- INSTRUCTIONS FOR REMOTE E-VOTING BEFORE THE AGM ARE AS UNDER :

The remote e-voting period begins on Monday, September 21, 2020 at 09:00 A.M. (IST) and ends on Wednesday, September 23, 2020 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL's e-voting system.

### Details on Step 1 is mentioned below:

How to log in to NSDL e-voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

- a) For Members who hold shares in demat account with NSDL.
- b) For Members who hold shares in demat account with CDSL.
- c) For Members holding shares in Physical Form.

**Your User ID is:**

8 Character DP ID followed by 8 Digit Client ID  
For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*.

EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on the NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company i.e. "Mahanagar Gas Limited" which is 113603.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

• **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii) Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**General Guidelines for shareholders :**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and

take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

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

### **Item No. 4**

Pursuant to Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors in its meeting held on May 09, 2020, had approved the appointment of M/s. Dhananjay V Joshi & Associates, Cost Accountants (Registration No. 30) on the recommendation of the Audit Committee to conduct audit of cost records of the Company for the financial year 2020-2021 at a remuneration of ₹3,45,000/- (Travelling and Out of Pocket expenses to be paid on actual basis) plus taxes as applicable, subject to ratification of remuneration by the shareholders.

M/s. Dhananjay V Joshi & Associates have the necessary experience in the field of cost audit, and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provision of Section 148 of the Act read with Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the members is being sought for the proposal of ratification of remuneration to payable to the Cost Auditors, as contained in the Resolution set out in Item no. 4 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval of the Members.



## Item No. 5

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), Shell Energy India Private Limited (SEIPL) (formerly known as Hazira LNG Private Limited), Shell Energy Marketing and Trading India Private Limited (SEMTIPL), Gujarat State Petroleum Corporation Limited (GSPCL), Bharat Petroleum Corporation Limited (BPCL), Hindustan Petroleum Corporation Limited (HPCL), Indian Oil Corporation Limited (IOCL), Petronet LNG Limited (PLL) and Torrent Power Limited (TPL). Accordingly, the Company has entered into various agreements/term sheet with GAIL, BGIES, SEIPL, SEMTIPL, GSPCL, BPCL, HPCL, IOCL, PLL and TPL for purchase and transportation of gas. 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. Petronet LNG 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 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 but 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.

1	The name of the related party and nature of relationship;	GAIL (India) Limited, Promoter Petronet LNG Limited (PLL), Promoter Group Entity
2	Name of the Director or Key Managerial Personnel, who is related.	Mr. Manoj Jain, Chairman Mr. Sanjib Datta, Managing Director Mr. Deepak Sawant, Deputy Managing Director
3	The nature, duration of the contract and particulars of the contract or arrangement;	Mahanagar Gas Limited is in business of City Gas Distribution, it purchases a substantial requirement of natural gas from GAIL (India) Limited. MGL purchases domestic gas through Government allocation of domestic Gas for CNG and Domestic PNG customers. MGL purchases SPOT RLNG through board approved process of competitive bidding system. Accordingly, Company has entered into various agreements with GAIL (India) Limited (GAIL) for purchase and transportation of natural gas.

### A. Details of existing contracts entered with GAIL are as follows:

#### 1. APM Agreement (Administered Price Mechanism)

- Nature: Long Term Gas Sales and Transportation Contract.
- Duration: June 05, 2009 - March 31, 2021.

#### 2. Non-APM (for CNG-Transport & PNG-Domestic Segment) Term Sheet

- Nature: Term Sheet
- Duration: August 16, 2017 - July 06, 2021.

#### 3. SPOT RLNG Contracts (Spot Gas Sale Agreement)

- Nature: Short Term Spot Gas Sales Agreement.
- Date of signing the agreement: November 29, 2010.
- Existing agreement valid till July 31, 2021.

		<p><b>4. Gas Transmission Agreement</b></p> <ul style="list-style-type: none"> <li>GTA dated January 02, 2008.</li> <li>Duration: January 02, 2008 till January 01, 2033.</li> </ul> <p><b>B.</b> Further, to meet requirement of natural gas as per business needs, company may enter into various Agreements (e.g. Gas Sale / Purchase / Term Sheet / Transportation Agreements / Hooking up Agreements / pipeline connectivity / CGS capacity enhancement related agreement / any other business-related transactions approved by SMG) with GAIL &amp; PLL not exceeding the monetary limits as mentioned in the notice of Annual General Meeting, Subject to approval of Shareholders.</p>
4	The material terms of the contract or arrangement including the value, if any;	<p>Purchase of Domestic Gas from GAIL is through Domestic Gas allocation by MoPNG.</p> <p>Purchase of SPOT RLNG is through a Board approved process of Competitive bidding in the ordinary course of business and on arm's length basis.</p> <p>Purchase of Gas from GAIL &amp; PLL is as per the terms of the agreement/ term sheet.</p>
5	Any advance paid or received for the contract or arrangement, if any;	NA
6	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	<p><b>A. GAIL</b></p> <p><b>1. APM</b></p> <ul style="list-style-type: none"> <li>As per Article 10 of APM GSTC, subsequent Domestic Natural Gas Pricing Guidelines issued by MoPNG and Pricing orders/amendments from PPAC</li> </ul> <p><b>2. Non-APM (CNG-Transport &amp; PNG-Domestic)</b></p> <ul style="list-style-type: none"> <li>As per clause 16 of the Term Sheet</li> </ul> <p><b>3. SPOT RLNG</b></p> <ul style="list-style-type: none"> <li>As per Article 9 of Spot GSA.</li> </ul> <p><b>4. GTA</b></p> <ul style="list-style-type: none"> <li>According to the tariff orders of PNGRB</li> </ul>
7	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	YES
8	Any other information relevant or important for the Board to take a decision on the proposed transaction.	--
9	Actual / Estimated Value of Transaction (for which approval sought)	Rs. 2,500 Crores (for the FY Ending on March 31, 2022)*

**\*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 February 07, 2020 and is recommended by the Board of Directors vide resolution passed at its meeting held on February 07, 2020 to the unrelated shareholders of the Company for their approval.

The Board of Directors therefore recommends the resolution as set out at Item No. 5 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 or Key Managerial Personnel of the Company or their relatives except Mr. Manoj Jain, Chairman, Mr. Sanjib Datta, Managing Director and Mr. Deepak Sawant, Deputy Managing Director (Nominees of GAIL), are in any way, concerned or interested financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for approval of the Members.

#### **Item No. 6**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Syed S. Hussain, as an Additional Director (Independent Director Category) of the Company, not liable to retire by rotation, from September 09, 2019. The appointment of Mr. Syed S. Hussain is subject to approval of the Members at the ensuing Annual General Meeting. Pursuant to the provisions of Section 161 (1) of the Act and Articles of Association of the Company, Mr. Syed S. Hussain shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160 (1) of the Act, received a notice in writing from himself, proposing his candidature for the office of Director.

Mr. Syed S. Hussain is 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. The Company has received a declaration from Mr. Syed S. Hussain to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of the "SEBI LODR".

In the opinion of the Board, Mr. Syed S. Hussain fulfils the conditions specified in the Act and "SEBI LODR" for appointment as Independent Director and is independent of the management of the Company.

#### **Brief Resume of Mr. Syed S. Hussain**

Mr. Hussain graduated in B.A. (Hons.) in English with Distinction in Persian and M.A. in English from University of Patna. He has also completed his M.Sc. in Admin Sciences & Development Problems from York University, UK. He belongs to 1973 batch of Indian

Revenue Service (IRS) and 1976 batch of Indian Administrative Service (IAS), Maharashtra cadre. Mr. Hussain retired as Vice-Chairman and Managing Director of City & Industrial Development Corp. of Maharashtra Ltd. (CIDCO). He has worked as Chairman of JNPT and Joint Managing Director of CIDCO.

Prior to taking over the charge of Additional Chief Secretary, Government of Maharashtra, he has held the posts of Principal Secretary of Public Health, Revenue, Forest and Rural Development departments. He was also the CEO of Zilla Parishad, Nagpur and District Collector & Magistrate, Latur and Nasik, Maharashtra.

Mr. Syed s. Hussain was awarded with "Business Leader of the year - Ports" award at Leadership & Excellence Awards Shipping, Marine & Ports 2010 and also bestowed with "Maritime Gateway - Major Port of the year" Award consecutively for two years during his tenure as Chairman of JNPT.

Details as required pursuant to Regulation 36 of "SEBI LODR" and Secretarial Standard-2, of Mr. Syed S. Hussain, are provided in the "Annexure" to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Syed S. Hussain as an Independent Director is now being placed before the Members for their approval.

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

The Board recommends the Ordinary Resolution set out at Item No. 6 of this Notice for approval of the Members.

#### **Item No. 7**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, re-appointed Mrs. Radhika Vijay Haribhakti, as an Independent Director of the Company, not liable to retire by rotation, from March 05, 2020. The re-appointment of Radhika Vijay Haribhakti is subject to approval of the Members at the ensuing Annual General Meeting. The Company has, in terms of Section 160 (1) of the Act, received a notice in writing from herself, proposing her candidature for the office of Director.

Mrs. Radhika Vijay Haribhakti is 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. The Company has received a declaration from Mrs. Radhika Vijay Haribhakti to the effect that she meets the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of the "SEBI LODR".

In the opinion of the Board, Mrs. Radhika Vijay Haribhakti fulfils the conditions specified in the Act and "SEBI LODR" for appointment as Independent Director and is independent of the management of the Company.



### Brief Resume of Mrs. Radhika Vijay Haribhakti

Mrs. Radhika Haribhakti is an MBA in Finance from IIM, Ahmedabad. She is a commerce graduate from Gujarat University. Mrs. Haribhakti has over 31 years of experience in Commercial 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.

She is also a Director on the Board of EIH Associated Hotels Limited, ICRA Limited, Navin Fluorine International Limited and Rain Industries Limited and Designated Partner in Koss Medical Devices LLP.

Mrs. Haribhakti has also been closely involved with issues of women empowerment, financial inclusion and CSR and has served on Boards of nonprofits 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 Mirco Enterprise Award and also on CII's National Committee on Women Empowerment.

Mrs. Haribhakti is on the Board of Mahanagar Gas Limited since March 05, 2017. She has actively contributed in the Corporate Social Responsibility initiatives undertaken by MGL through various projects by her advice and initiatives.

Details as required pursuant to Regulation 36 of "SEBI LODR" and Secretarial Standard-2, of Mrs. Radhika Vijay Haribhakti, are provided in the "Annexure" to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Radhika Vijay Haribhakti as an Independent Director is now being placed before the Members for their approval.

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

The Board recommends the Special Resolution set out at Item No. 7 of this Notice for approval of the Members.

### Item No. 8

Mr. Manoj Jain, nominated by GAIL (India) Limited, was appointed as an Additional Director, with effect from May 06, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 40 of the Articles of Association of the Company, to hold office up to the date of ensuing Annual General Meeting.

In this regard, the Company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for appointment as a Director of the Company liable to retire by rotation.

### Brief Resume of Mr. Manoj Jain

Mr. Manoj Jain is a Mechanical Engineering Graduate and MBA in Operations Management possesses rich and diverse experience encompassing more than 34 years with GAIL (India) Ltd. in the areas of Business Development, Projects, O&M, Petrochemicals, Pipeline Integrity Management and Marketing which has allowed him to gain insight and knowledge across multiple business units and functional areas. As Chairman and Managing Director of GAIL (India) Limited, Mr. Manoj Jain is also currently Chairman of GAIL GLOBAL (USA) Inc. (GGUI), GAIL GLOBAL (USA) LNG LLC (GGULL) GAIL Gas Limited (GGL), Brahmputra Cracker & Polymer Limited (BCPL), Mahanagar Gas Limited (MGL) and Director in Petronet LNG Limited (PLL). In his previous stint as Director(BD), he was responsible for building GAIL's Business Portfolio in India and abroad, Merger and Acquisition, Petrochemical O&M and Expansion, Exploration & Production, R&D, Start-Up, Health Safety & Environment management, Quality Management, Project Development including feasibility study and investment approval for new pipelines, process plants, renewables etc.

Mr. Manoj Jain was responsible for Gas Marketing activities in his role as Executive Director (Marketing-Gas). He also spearheaded the installation and commissioning of the USD 1.4 Billion grassroots Petrochemical complex, as Chief Operating Officer of Brahmputra Cracker and Polymer Ltd, (BCPL). Earlier, Mr. Jain worked in Operation & Maintenance at the Corporate Level for a number of years and his experience includes managing logistics of Gas Business with a perspective of Operation and Management of all pipelines of company and in the process played a significant role in establishing the National Gas Management Centre (NGMC) and systems and procedures for transmission and marketing of comingled gases.

Other details as required pursuant to Regulation 36 of "SEBI LODR" and Secretarial Standard-2, of Mr. Manoj Jain, are provided in the "Annexure" to the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives other than Mr. Manoj Jain, Mr. Sanjib Datta and Mr. Deepak Sawant (Nominees of GAIL), are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board view the presence of Mr. Manoj Jain on the Board as desirable and beneficial to the Company and hence recommends Resolution set out at Item No. 8 of this Notice for approval as an Ordinary resolution.

By Order of the Board  
For **Mahanagar Gas Limited**

Place: Mumbai  
Date: August 07, 2020 Company Secretary & Compliance Officer

Sd/-

**Saghan Srivastava**

## ANNEXURE TO THE AGM NOTICE

Details of Directors seeking Appointment / Re-appointment at the 25<sup>th</sup> Annual General Meeting,  
pursuant to SEBI (LODR) Regulations, 2015 and SS-2

Name of the Director	Mr. Sanjib Datta	Mr. Syed S. Hussain	Mrs. Radhika Haribhakti	Mr. Manoj Jain
Director Identification Number	07008785	00209117	02409519	07556033
Date of Birth	December 07, 1962	May 01, 1950	December 20, 1957	August 19, 1962
Age	57	70	63	57
Qualification(s)	Bachelor's degree in Electrical Engineering from Jadavpur University, Kolkata	IAS (Retd.) B.A. (Hons.) in English with Distinction in Persian and M.A. in English from University of Patna, M.Sc. in Admin Sciences & Development Problems from York University, UK	MBA - IIM Ahmedabad, B.Com – Gujarat University	Mechanical Engineering Graduate; MBA in Operations Management possesses
Date of Appointment / re-appointment	May 30, 2018	September 09, 2019	March 05, 2020	May 06, 2020
Brief Resume of the Director and other details viz: experience/expertise	<p>Mr. Sanjib Datta has around 34 years of experience in handling multifarious assignments in the natural gas sector covering diverse functions like, Business Development, Gas Retailing, Marketing, Project Development and Construction as well as Operation &amp; Maintenance of Pipelines and LNG Terminal.</p> <p>Before joining MGL, Mr. Datta has been heading the Business Development functions in GAIL (India) Limited as an Executive Director.</p> <p>His assignments in GAIL covered Merger &amp; Acquisition initiatives as well as steering of Globalization and Diversification efforts. He steered GAIL to its successful participation in a shale gas asset in USA and also headed the team instrumental in finalizing the gas supplies and tolling service agreements pertaining to the LNG liquefaction project at Cove Point. Mr. Sanjib Datta also handled GAIL's initiatives</p>	<p>Mr. Hussain belongs to 1973 batch of Indian Revenue Service (IRS) and 1976 batch of Indian Administrative Service (IAS), Maharashtra cadre. Mr. Hussain retired as Vice-Chairman and Managing Director of City &amp; Industrial Development Corp. of Maharashtra Ltd. (CIDCO). He has worked as Chairman of JNPT and Joint Managing Director of CIDCO.</p>	<p>Mrs. Radhika Haribhakti has over 31 years of experience in Commercial 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&amp;A and Private Equity.</p>	<p>Mr. Manoj Jain possesses rich and diverse experience encompassing more than 34 years with GAIL (India) Ltd. in the areas of Business Development, Projects, O&amp;M, Petrochemicals, Pipeline Integrity Management and Marketing which has allowed him to gain insight and knowledge across multiple business units and functional areas.</p> <p>In his previous stint as Director(BD), he was responsible for building GAIL's Business Portfolio in India and abroad, Merger and Acquisition, Petrochemical O&amp;M and Expansion, Exploration &amp; Production, R&amp;D, Start-Up, Health Safety &amp; Environment management, Quality Management, Project Development including feasibility study and investment approval for new pipelines, process plants, renewables etc.</p>

Name of the Director	Mr. Sanjib Datta	Mr. Syed S. Hussain	Mrs. Radhika Haribhakti	Mr. Manoj Jain
	<p>to import of gas into India through the TAPI pipeline apart from overseeing GAIL's investments in China, Egypt and Myanmar in the areas of city gas distribution and cross country pipeline.</p> <p>In India, Mr. Sanjib Datta has led GAIL's forays into the solar business and has also steered GAIL's initiatives in diverse areas, like, floating LNG regasification terminals, LNG shipping, gas based power generation, petrochemicals and specialty chemicals etc. As a Project Manager, he had handled GAIL's participation in the restructuring and revival of the Dabhol Project after departure of Enron.</p> <p>Mr. Datta has rich board level experience and has served on the Boards of GAIL Global (USA) Inc., a wholly owned subsidiary of GAIL through which GAIL is channelizing its business initiatives in E&amp;P and LNG sourcing in USA and also on those of South East Asia Gas Pipeline Company, TAPI Pipeline Company Limited, National Gas Company Limited and Fayum Gas Limited. Besides, he has also been GAIL's nominee Director on the Board of ONGC Petro-additions Limited.</p>	<p>Prior to taking over the charge of Additional Chief Secretary, GOM, he has held the posts of Principal Secretary of Public Health, Revenue, Forest and Rural Development departments. He was also the CEO of Zilla Parishad, Nagpur and District Collector &amp; Magistrate, Latur and Nasik, Maharashtra.</p> <p>Mr. Syed S. Hussain was awarded with "Business Leader of the year - Ports" award at Leadership &amp; Excellence Awards Shipping, Marine &amp; Ports 2010 and also bestowed with "Maritime Gateway - Major Port of the year" Award consecutively for two years during his tenure as Chairman of JNPT.</p>	<p>Mr. Haribhakti is on the Board of Mahanagar Gas Limited since March 05, 2017. She has actively contributed in the Corporate Social Responsibility initiatives undertaken by MGL through various projects by her advice and initiatives.</p>	<p>Mr. Manoj Jain was responsible for Gas Marketing activities in his role as Executive Director (Marketing-Gas). He also spearheaded the installation and commissioning of the USD 1.4 Billion grassroots Petrochemical complex, as Chief Operating Officer of Brahmaputra Cracker and Polymer Ltd, (BCPL). Earlier, Mr. Jain worked in Operation &amp; Maintenance at the Corporate Level for a number of years and his experience includes managing logistics of Gas Business with a perspective of Operation and Management of all pipelines of company and in the process played a significant role in establishing the National Gas Management Centre (NGMC) and systems and procedures for transmission and marketing of comingled gases.</p>

<b>Name of the Director</b>	<b>Mr. Sanjib Datta</b>	<b>Mr. Syed S. Hussain</b>	<b>Mrs. Radhika Haribhakti</b>	<b>Mr. Manoj Jain</b>
Chairman/Member of the Committees of the Board of Directors of the Company	Member - 1. Audit Committee 2. Stakeholders Relationship Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee 5. Performance Review Board Committee	Chairman – 1. Performance Review Board Committee Member – 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Risk Management Committee 4. Nomination & Remuneration Committee	Chairman – 1. Corporate Social Responsibility Committee Member – 1. Audit Committee 2. Nomination & Remuneration Committee 3. Performance Review Board Committee 4. Risk Management Committee	Member - Nomination and Remuneration Committee
List of other Companies in which Directorship held	NIL	1. Mahagenco Ash Management Services Limited	1. Navin Fluorine International Limited. 2. Rain Industries Limited. 3. ICRA Limited. 4. EIH Associated Hotels Limited 5. Koss Medical Devices LLP (Designated Partner)	1. GAIL (India) Limited 2. GAIL GLOBAL (USA) Inc. 3. GAIL GLOBAL (USA) LNG LLC 4. GAIL Gas Limited 5. Brahmaputra Cracker and Polymer Limited 6. Petronet LNG Limited
Chairman/ Member of the Committee of Board of Directors of other Companies	NIL	1. Mahagenco Ash Management Services Limited Chairman -Tech Advisory Committee	1. Navin Fluorine International Limited. Member- Stakeholder Committee & Audit Committee 2. Rain Industries Limited. Member- Audit Committee Chairperson- Nomination and Remuneration Committee 3. ICRA Limited. Chairperson- Nomination and Remuneration Committee Member - Audit Committee Member – Risk Management Committee 5. EIH Associated Hotels Limited. Chairperson- Audit Committee	NIL



Name of the Director	Mr. Sanjib Datta	Mr. Syed S. Hussain	Mrs. Radhika Haribhakti	Mr. Manoj Jain
Shareholding in the Company	NIL	NIL	NIL	15
Inter-se relationships between - Director - Key Managerial Personnel (KMP)	There is no inter-se relationship with other directors and KMP of the Company.	There is no inter-se relationship with other directors and KMP of the Company.	There is no inter-se relationship with other directors and KMP of the Company.	There is no inter-se relationship with other directors and KMP of the Company.
No. of Board Meetings attended during the financial year 2019-20	6	3	5	NA
Details of remuneration last drawn (in ₹)	NA	NA	NA	NA
Terms and Conditions of appointment along with remuneration sought to be paid	Appointment as Director liable to retire by rotation.	Non-Executive Independent Director, not liable to retire by rotation. Terms of appointment are as per the explanatory statement of item no. 6 of the notice.	Non-Executive Independent Director, not liable to retire by rotation. Terms of appointment are as per the explanatory statement of item no. 7 of the notice.	Director (Non-Executive) liable to retire by rotation.