



MAHANAGAR
GAS

MAHANAGAR GAS LIMITED

Regd. Off.: MGL House, Block No. G-33,

Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051

Tel: +91 22 6678 5000 | **E-mail:** info@mahanagargas.com

Website: www.mahanagargas.com | **CIN:** L40200MH1995PLC088133

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To

The Members,

NOTICE is hereby given to the Members of Mahanagar Gas Limited (“the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“**Act**”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Postal Ballot Rules**”) read with the General Circular no. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23rd June, 2021, General Circular no.20/2021 dated 8th December, 2021 and General Circular no.3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the following resolution are proposed to be passed through Postal Ballot by way of voting through electronic means (“**remote e-voting**”) only.

SPECIAL BUSINESS

RESOLUTION NO. 1:

Appointment of Mr. Mahesh Vishwanathan Iyer (DIN: 08198178), Nominee of GAIL (India) Limited ("GAIL"), as the Non-Executive, Non-Independent Director, designated as Chairman of the Company

"RESOLVED THAT pursuant to Section 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in compliance with Regulation 17(1C) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and the Board of Directors, Mr. Mahesh Vishwanathan Iyer (DIN: 08198178), nominee of GAIL (India) Limited ("GAIL"), who was appointed as an Additional Director by the Board w.e.f. 1st September 2022 and in respect of whom the Company has received a Notice from a Member in writing proposing his candidature for the office of Director in terms of the provisions of the Act, be and is hereby appointed as a Non-Executive, Non-Independent Director, designated as Chairman of the Company, liable to retire by rotation, until further orders from GAIL;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

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

Place: Mumbai
Date: October 13, 2022

Atul Prabhu
Company Secretary & Compliance Officer

Registered Office:

MGL House, Block No. G-33,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

Notes:

1. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies 2013 (the "Act") read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto. All documents referred to in this Postal Ballot Notice will be available for inspection at the registered office of the Company during business hours except Saturday, Sunday and National Holidays until the last date of voting. Members seeking to inspect such documents can send request to postalballot@mahanagargas.com.
2. The Board of Directors has appointed Mr. Prashant Sharma, Practicing Company Secretary (Membership No. 21775) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility enabling the members to cast their votes electronically in a secure manner.
3. In conformity with the prevailing regulatory requirements, the Postal Ballot notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, 14th October 2022 ("Cut-off date")** and who have registered their e-mail addresses with the Company or with the Depositories.
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the "Cut-off date". Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company's website www.mahanagargas.com and also on the website of stock exchanges i.e www.bseindia.com and www.nseindia.com and on the website at CDSL at www.evotingindia.com.
5. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. The Scrutinizer will submit the results of the remote e-voting along with his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Tuesday, 22nd November, 2022.** The said results along with the Scrutinizer's Report would be uploaded on the website of the Company www.mahanagargas.com and also would be communicated to the Stock

Exchanges at www.bseindia.com and www.nseindia.com, and Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.

6. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last day of voting i.e. Sunday, 20th November, 2022.

7. The instructions for Shareholders for remote e-voting are as under:

- a) **The remote e-voting period commences from 09:00 a.m. (IST) on Saturday, 22nd October, 2022 and ends at 5:00 p.m. (IST) on Sunday, 20th November, 2022.** During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, 14th October, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- b) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided⁰. by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon & select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFINTECH/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

	‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

c) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

d) Login method for remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.

- 3) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat form.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- j) Click on the EVSN for the relevant <Mahanagar Gas Limited> on which you choose to vote.

- k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) Additional Facility for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the

Company at the email address viz. postalballot@mahanagargas.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

r) PROCESS FOR THE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. **For Physical shareholders**, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at postalballot@mahanagargas.com or RTA at rnt.helpdesk@linkintime.co.in. **For Demat shareholders**, please update your email id & mobile no. with your respective Depository Participant (DP). **For Individual Demat shareholders**, please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
2. If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
3. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

Place: Mumbai
Date: October 13, 2022

Atul Prabhu
Company Secretary & Compliance Officer

Registered Office:

MGL House, Block No. G-33,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”), the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and Secretarial Standards on General Meetings (“SS-2”)

Resolution No. 1:

The approval for appointment of Mr. Mahesh Vishwanathan Iyer (DIN: 08198178), nominee of GAIL (India) Limited (“GAIL”), as a Non-Executive, Non-Independent Director, designated as Chairman of the Company, with effect from 1st September 2022, was recommended by the Board of Directors of the Company (“the Board”) vide Circular Resolution passed on 31st August, 2022, based on the recommendation of the Nomination & Remuneration Committee.

Further, in terms of the amended Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of shareholders for appointment of a person on the Board of Directors either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the appointment of Mr. Mahesh Vishwanathan Iyer on the Board shall be valid only up to 30th November, 2022 (i.e. for a period of three months from the date of his appointment) and in order to comply with the Listing Regulations, the approval of the shareholders is sought through Postal Ballot. Mr. M.V. Iyer is eligible for appointment as a Director liable to retire by rotation.

Mr. Iyer has given his consent to act as a Director of the Company pursuant to Section 152 of the Act. The Company has received a Notice under Section 160 of the Act from a Member signifying his candidature as a Director of the Company. Mr. Iyer has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Act or pursuant to any Order issued by the SEBI.

Brief profile of Mr. Mahesh Vishwanathan Iyer is as under:

Mr. Mahesh Vishwanathan Iyer, Director (Business Development) with GAIL (India) Limited (“GAIL”) has been appointed as Director on the Board and elected as Chairman of Mahanagar Gas Limited effective from 1st September, 2022, subject to approval of shareholders of the Company.

Mr. Iyer is an Electrical Engineer with more than 36 years of rich and diverse experience in execution of projects in the areas of gas pipelines, LNG terminals, renewables etc. amounting to Rs. 40,000 Crore. As a target-oriented professional, he has consistently delivered results in Projects and O&M roles.

Mr. Iyer has been part of the core team of GAIL for implementation of various long term and short term strategies. Mr. Iyer is a Chairperson of Konkan LNG Limited and Central U.P. Gas Limited and also holds Directorship in ONGC Tripura Power Company Limited.

Information in respect of Mr. Mahesh Vishwanathan Iyer (DIN: 08198178) pursuant to Regulation 36(3) of the Listing Regulations and SS-2 is as under:

Age	59 years
Qualification(s)	Electrical Engineer
Date of Appointment on the Board	1 st September, 2022
Expertise in specific functional area	Project execution in the areas of gas pipelines, LNG terminals, renewables etc.
List of the directorships held in other companies	<ol style="list-style-type: none"> 1. GAIL (India) Limited 2. China Gas Holdings Limited 3. Central UP Gas Limited 4. ONGC Tripura Power Company Limited 5. GAIL Global (Singapore) Pte. Limited 6. Konkan LNG Limited 7. GAIL Global (USA) Inc. 8. GAIL Global (USA) LNG LLC 9. GAIL Gas Limited 10. Brahmaputra Cracker and Polymer Limited 11. Petronet LNG Limited
Resignation details in the listed entities during the last three years	Nil
Chairman/ Member in the Committees of the Boards of Companies in which he is Director (i.e. Audit Committee and Stakeholder's Relationship Committee)	Nil
Shareholding in the Company	Nil
Relationships between Directors and Key Managerial Personnel inter-se	None
No. of Board Meetings attended during the Financial Year 2022-23	Not Applicable
Remuneration details (including Sitting Fees & Commission)	Not entitled to any sitting fees or commission for attending Board or Committee meetings
Terms and Conditions of appointment	Appointment as a Non-Executive, Non-Independent Director, liable to retire by rotation

The Nomination and Remuneration Committee and the Board are of the view that the association of Mr. Iyer and the rich experience and the vast knowledge he brings with him would benefit the Company.

Mr. Iyer shall not be entitled to any sitting fees or commission for attending Board or Committee meetings.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Mahesh Vishwanathan Iyer as Director or his relatives, are concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Resolution no. 1 of this Notice, for the appointment of Mr. Mahesh Vishwanathan Iyer as a Director of the Company liable to retire by rotation, for the approval of the Members.

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

Place: Mumbai
Date: October 13, 2022

Atul Prabhu
Company Secretary & Compliance Officer

Registered Office:
MGL House, Block No. G-33,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051