

NOTICE

MAHANAGAR GAS LIMITED

CIN: L40200MH1995PLC088133

Regd. Off.: MGL House, Block No: G-33, Bandra-Kurla Complex, Bandra (E), Mumbai -400051

Website: www.mahanagargas.com | E-mail: info@mahanagargas.com | Tel No. +91 22 6678 5000

To,

The Members

NOTICE is hereby given that the **Twenty-Sixth Annual General Meeting** (AGM) of the Members of Mahanagar Gas Limited will be held on Tuesday, September 28, 2021 at 11:00 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business. The venue of the meeting shall be deemed to be registered address of the Company at MGL House, Block No: G-33, Bandra-Kurla Complex, Bandra (E), Mumbai-400051.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹9.00 per equity share, already paid and to declare the final dividend of ₹14 per equity share for the financial year ended on March 31, 2021.
3. To appoint a Director in place of Mr. Manoj Jain (DIN: 07556033), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Alteration of Articles of Association of the Company.**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent

of the members of the Company be and is hereby accorded for the alteration of Articles of Association of the Company, as per annexure of the Notice convening the Annual General Meeting, adoption, substitution and superseding the existing set of Articles of Association of the Company;

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to the above resolution."

5. **Ratification of Cost Auditors' remuneration.**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of Companies Act, 2013, the remuneration of ₹2,50,000/- (Rupees Two Lakh Fifty Thousand only) excluding out of pocket expenses to be reimbursed at actuals up to ₹25,000/- plus applicable taxes payable to M/s. Dhananjay Joshi & Associates, Cost Accountants (Registration No. 30) for conducting Cost Audit of the Company for the financial year 2021-22 as approved by the Board of Directors of the Company, be and is hereby ratified;

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

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6. To approve Material Related Party Transactions.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **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 Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable statutory laws, 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:

NAME OF THE RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	MAXIMUM VALUE OF TRANSACTIONS
GAIL (India) Limited	Promoter	Agreements entered/ to be entered for purchase and transportation of Domestic Gas and Spot/ Term RLNG.	₹ 2,300 crores (for the Financial Year ending on March 31, 2023)

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer 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 the above resolution."

7. Re-appointment of Mr. Syed S. Hussain (DIN: 00209117) as an Independent Director.

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Syed S. Hussain (DIN: 00209117), who was re-appointed as an Independent Director of the Company, by the Board of Directors with effect from September 09, 2022 and who has submitted a declaration that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term commencing from September 09, 2022 up to September 08, 2025 (both days inclusive);

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution."

8. Appointment of Mr. Sanjay Shende (DIN: 09172642) as Director.

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule

V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 and SEBI (Listing Regulations and Disclosure Requirements Regulations) Regulations, 2015 (including any statutory modifications or reenactment(s) thereof, for the time being in force), the Articles of Association of the Company and subject to such other consents and permission as may be necessary, and such modifications, variations as may be approved and acceptable to the appointee, the consent of the members be and is hereby accorded for the appointment and terms and conditions of remuneration of Mr. Sanjay Shende (DIN: 09172642) as the Whole-Time Director designated as the Deputy Managing Director of the Company with effect from May 24, 2021 until further orders from GAIL (India) Limited (GAIL), for a term not exceeding 5 years at a time and in compliance with the provisions of the Companies Act, 2013 and on the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) during the tenure of his appointment as forwarded by GAIL vide its letter dated May 17, 2021 and as recommended by the Nomination and Remuneration Committee and Board of Directors in their meetings;

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer of the Company, be and is hereby authorized to do all the acts and take all such steps as may be necessary to give effect to the above resolution.

9. Appointment of Mr. Baldev Singh (DIN: 03577274) as Non-Executive Director.

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder (including and statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Baldev Singh (DIN: 03577274), who was appointed as an Additional Director (Non-Executive) of the Company, by the Board of Directors with effect from April 28, 2021 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 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 a Non-Executive Director of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer of the Company, be and is hereby authorized to do all the acts and take all such steps as may be necessary to give effect to the above resolution."

10. To pay Commission to Independent Directors.

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("hereinafter referred to as the "Act"), Articles of Association of the Company, as amended from time to time, and such other statutory approvals as may be necessary, approval of the Members be and is hereby accorded for payment

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of commission, in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board and/ or Committees thereof, to the Independent Director(s) of the Company, who are neither in the whole time employment of the Company nor as Managing Director/Whole Time Director, at a rate not exceeding one percent (1%) per annum of the net profits of the Company in each year calculated in accordance with relevant provisions of the Act, as the Board may from time to time fix in that behalf and the same to be divided amongst them in such manner as the Board may, from time to time, determine, for a period of five years commencing from the financial year 2021-22;

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee thereof) and/or Company Secretary of the Company, be and are 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 the above resolution."

11. Appointment of Ms. Malvika Sinha (DIN: 08373142), as the Independent Director

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Ms. Malvika Sinha (DIN: 08373142), who was appointed as an Additional

Director (Independent Category) of the Company, by the Board of Directors with effect from August 24, 2021 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 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 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 appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (Three) consecutive years i.e. from August 24, 2021 up to August 23, 2024 (both days inclusive);

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer 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."

12. Appointment of Mr. Rajeev Bhaskar Sahi (DIN: 06662067), as the Independent Director

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the

time being in force) and Articles of Association of the Company, Mr. Rajeev Bhaskar Sahi (DIN: 06662067), who was appointed as an Additional Director (Independent Category) of the Company, by the Board of Directors with effect from August 24, 2021 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, not liable to retire by rotation, for a period of 3 (Three) consecutive years i.e. from August 24, 2021 up to August 23, 2024 (both days inclusive);

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer 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."

13. Appointment of Mr. Venkatraman Srinivasan (DIN: 00246012), as the Independent Director

To consider and if thought fit, to pass, with or without modification (s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Venkatraman Srinivasan (DIN: 00246012), who was appointed as an Additional Director (Independent Category) of the Company, by the Board of Directors with effect from August 24, 2021 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, not liable to retire by rotation, for a period of 3 (Three) consecutive years i.e. from August 24, 2021 up to August 23, 2024 (both days inclusive);

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer 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."

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

Place: Mumbai
Date: July 28, 2021

Sd/-
Atul Prabhu
Company Secretary &
Compliance Officer

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Notes:

1. In view of continuing restrictions on the movements of persons at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 02/2021 dated 13th January, 2021 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the companies to conduct the Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 26th AGM of the Company shall be conducted through VC/OAVM. National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 28 below and is also available on the website of the Company at www.mahanagargas.com. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM,

pursuant to Section 113 of the Companies Act, 2013, at 26thagm@mahanagargas.com. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 21, 2021 to Tuesday, September 28, 2021 (both days inclusive).

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

4. In accordance with the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
5. The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at www.mahanagargas.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.
6. 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 10 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 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.

7. The Members can join the AGM in the VC/OAVM mode 15 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. 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. The Members will be able to view the live proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
8. 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.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to 26thagm@mahanagargas.com
10. 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

(as amended from time to time), and in line with Circulars issued by the SEBI and Ministry of Corporate Affairs, 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.

11. 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 dematerialized as it is mandated that transfer of securities would be carried out in dematerialized form only. The investors are requested to contact the Registrar & Transfer Agent in order to complete the process.
12. 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.
13. 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.

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14. The Board of Directors, in its meeting held on February 09, 2021, had declared an Interim Dividend of ₹9/- per equity Share of the face value of ₹10/- each, on the paid-up Equity Share Capital of the Company, for the Financial Year 2020-2021 and was paid on March 03, 2021 to all eligible shareholders as on record date i.e. February 22, 2021.
15. Pursuant to the provisions of section 91 of the Act, the register of members and share transfer books of the company will remain closed Tuesday, September 21, 2021 to Tuesday, September 28, 2021 (both days inclusive).
16. 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 at the close of business hours on Monday, September 20, 2021.
 - (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 Monday, September 20, 2021.
17. The Final Dividend for the financial year ended March 31, 2021, as recommended by the Board, if approved at the AGM, will be paid within 30 days from the date of the 26th Annual General Meeting to those Members whose name appears in the Register of Members of the Company as on Monday, September 20, 2021.
18. 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 or update the same by visiting the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Monday, September 13, 2021 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 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 Monday, September 13, 2021 by 11:59 p.m. (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

Notes:

- (i) Duly completed and signed documents should be provided to the Company/ RTA. Incomplete and/ or unsigned forms and declarations will not be considered by the Company. Further, in case, where copy of documents (such as PAN card, Registration certificate, etc.) is provided, the copy should be self-attested by the Shareholder or its authorized signatory. For all documents being uploaded by the Member, the Member shall undertake to send the original document(s) on the request of the Company.

- (ii) The aforesaid documents such as Form 15G/ 15H, documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Monday, September 13, 2021 by 11:59 P.M. (IST) to enable the Company to determine the applicable TDS rate.

Any communication in relation to tax rate determination/ deduction received after above timelines shall not be considered.

It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

- (iii) Determination of withholding tax rate is subject to necessary verification by the Company of the shareholder details as available with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form, as on the Record Date and other documents available with the Company/ RTA. Shareholders holding shares under multiple accounts under different residential status/ category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category will

be considered for their entire shareholding under different accounts.

- (iv) In case of any discrepancy in documents submitted by the shareholder, the company will deduct tax at higher rate as applicable, without any further communication in this regard.
- (v) In case withholding tax is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund. No claim shall lie against Company for any taxes deducted by the Company.
- (vi) You will be able to view the credit of TDS in Form 26AS, which can be downloaded from your e-filing income tax portal at <https://www.incometaxindiaefiling.gov.in/home>
- (vii) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any tax proceedings.
- (viii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
19. 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.

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20. 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, in case of shares held in physical mode, on or before Monday, September 20, 2021.
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-Sixth 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. We request all the Members of the Company to update their bank account details and/or email address immediately 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.
26. Members are requested to correspond with Company Secretary or Company's RTA in case of claim of any unclaimed dividend. 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. The Company strongly believes in green initiative 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 Agent 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.

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 Monday, September 20, 2021 by visiting the link https://linkintime.co.in/emailreg/email_register.html and thereafter selecting the Company name 'Mahanagar Gas Limited'.