

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 Eighth Annual General Meeting (AGM)** of the Members of Mahanagar Gas Limited will be held on Thursday, August 24, 2023 at 03:00 p.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 18th Floor, Parinee Crescenzo, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 10/- per equity share, already paid and to declare the Final Dividend of ₹ 16/- per equity share for the Financial Year ended on March 31, 2023.
3. To appoint a Director in place of Mr. Mahesh V. Iyer (DIN: 08198178), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration of Cost Auditors for the Financial Year 2023-24

To consider and if thought fit, to pass, with or without modification(s), following resolution 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 made thereunder (including statutory amendments, modifications, variations or re-enactments thereof for the time being in force), the remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) (excluding out of pocket expenses, to be reimbursed up to 5% of basic fee) plus taxes as applicable, payable to M/s. ABK & Associates, Cost Accountants (Firm Registration No. 000036), the Cost Auditors appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the

Financial Year 2023-24, as approved by the Audit Committee and Board of Directors of the Company, be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to do all acts and take all such steps, as may be necessary, proper or expedient to give effect to the above resolution."

5. Approval of Material Related Party Transactions

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

"RESOLVED THAT pursuant to Regulation 23 and other provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, applicable provisions of the Companies Act, 2013 read with the rules made thereunder, other applicable statutory laws (including statutory amendments, modifications, variations or re-enactments thereof for the time being in force), the Company's Policy on Related Party Transactions and based on the recommendation and approval of the Audit Committee and Board of Directors of the Company and in partial modification to the resolution passed by the shareholders at the 27th Annual General Meeting, approval of the shareholders of the Company be and is hereby accorded to the Company for the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (in terms of Listing Regulations) entered into/ proposed to be entered into in the ordinary course of business and on arm's length basis (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with GAIL (India) Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with/ by its subsidiary(ies) during the financial year 2023-24 and 2024-25 may exceed the prescribed thresholds as per provisions of the Listing Regulations;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or Managing/ Whole-time Director of the Company or any person authorised by the Board and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. Alteration of Objects Clause of Memorandum of Association

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

“**RESOLVED THAT** in accordance with the provisions of Section 13, 110 and 108 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder and any other law for time being in force (including any statutory modification(s) or re-enactment(s) thereof) and subject to such approvals as may be necessary or required, consent of the shareholders of the Company be and is hereby accorded for the modification, addition and adoption in substitution of the existing sub-clause A of Clause III of the Memorandum of Association of the Company as follows:

“III. The objects for which the Company is established are :

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :

1. To carry on all or any of the businesses of sale, suppliers, distributors, dealers and to act as advisors, operators, franchisees, consultants or in any other role for purchase, procure, export, storage, compression, liquification, transmission, distribution, marketing etc. relating to natural gas, hydrogen, bio-gas, bio-fuels and its derivatives and other forms of energy including electricity, batteries etc. as fuel for transport vehicles or for supply to consumers through pipeline, cascades, tanker or for any other use for domestic/ commercial/ industrial sector or any other purposes and to build, operate, and transfer any network or supply chain engaged in or related thereto in India and abroad and to construct, lay, operate, use, lease, hire, inspect, maintain, improve, enlarge, alter, protect, repair, replace and remove, and to carry out works in respect of pipelines and equipment and facilities ancillary to the operation or use of pipelines and to install in any premises or place and to operate, use, inspect, maintain, repair, replace and remove meters or

other devices for assessing the quantity or quality of supplies of gas and for other purposes connected with such supplies related to city gas distribution projects.

2. To carry on all or any of the businesses of suppliers, distributors, dealers, designers, developers, manufacturers, installers, fitters, fabricators, operators, retrofitters, consultants, repairers, maintainers, importers and exporters of and to store, lease including wet lease, hire, inspect, improve, alter, protect, replace, remove and deal in all products, equipments, plant and machineries pertaining to hydrogen, bio-gas, bio-fuel, electricity, batteries, all forms of renewable and non-renewable energy including all products and services required for backward and forward integration of the businesses, gas appliances and kitchen equipments, machinery including plants & generators, meters, compressors, dispensers and any other devices connected with city gas distribution projects for the use of gas for domestic, industrial, commercial or other purposes related to city gas distribution project or with the conservation of gas and to install terminal points at retail outlets of Oil Companies and other entities for supply of Natural Gas and its derivatives and also to set up separate Outlets for dispensing to automobiles and undertaking pre-feasibility/ market survey, techno economics feasibility reports, detailed project reports, basic knowhow, design, detailed, engineering including engineering procurement, testing, revamping, design, development, fabrication, maintaining gas processing/ re-gasification plants, transmission & distribution centers, gas terminals, gas storage facilities and development and operation & maintenance of CGD networks or district or local gas supply and distribution networks and all matters in connection with or incidental to the above for the company and any other entity in India and abroad.”

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

For Mahanagar Gas Limited

By Order of the Board

Place: Mumbai

Date: July 13, 2023 Company Secretary & Compliance Officer

Atul Prabhu

Registered Office:

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

Notes:

1. The Ministry of Corporate Affairs (MCA), vide its General Circulars No. 20/2020 dated May 05, 2020, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 and 10/2022 dated December 12, 2022 ("MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ("SEBI Circulars") 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 2022. 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 28th AGM of the Company shall be conducted through VC/OAVM. Further, the physical copy of the Annual Report (including therein the Financial Statements, Report of Board of Directors, Auditors and other documents required to be attached therewith) including the Notice of 28th AGM (Notice) are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
2. The Notice of AGM along with Annual Report for the FY 2022-23, is available on the website of the Company at www.mahanagargas.com, website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at <https://www.evoting.nsdl.com>.
3. 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, 5 and 6 of the Notice, is annexed hereto.
4. 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 in notes 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 venue mentioned in the Notice which shall be the deemed venue of the AGM.
5. Since, 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.
6. Institutional/Corporate Members/ Governor of a State are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorizing its representatives to attend and vote during the AGM, pursuant to Section 112 and 113 of the Companies Act, 2013, at agm@mahanagargas.com.
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.
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 Statutory Registers will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send their requests to agm@mahanagargas.com.
10. 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 Listing Regulations (as amended from time to time), and in line with Circulars issued by the SEBI and MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. In case of joint holders, the Member whose name appear 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.
11. Members may kindly note that the Company has made arrangement of dematerialization of its equity shares and the ISIN allotted for the same is INE002S01010. The shareholders holding shares in physical form are advised to get the shares in dematerialized form as the transfer of shares are mandated in dematerialized form only. The investors are requested to contact the Registrar and Share Transfer Agent of the Company (RTA) in order to complete the process.

12. 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 viz. name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case of shares held in electronic form and to the RTA in case of shares held in physical form.
13. The Board of Directors, in its meeting held on February 02, 2023, had declared an Interim Dividend of Rs. 10/- per equity Share of the face value of Rs.10/- each, on the paid-up Equity Share Capital of the Company, for FY 2022-23 and was paid on March 01, 2023 to all eligible shareholders as on record date i.e. February 14, 2023.
14. 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 Thursday, August 17, 2023 to Thursday, August 24, 2023 (both days inclusive).
15. 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 Wednesday, August 16, 2023.
 - (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 Wednesday, August 16, 2023.
16. The Final Dividend for the financial year ended March 31, 2023, as recommended by the Board, if approved at the AGM, will be paid within 30 days of the date of the 28th Annual General Meeting to those Members whose name appears in the Register of Members of the Company as on Wednesday, August 16, 2023.
17. 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).

The Tax Deducted at Source ('TDS') rate may vary depending on the residential status of the Shareholder and the documents submitted to the Company in accordance with the applicable provisions of the Act. The TDS for various categories of Shareholders along with required documents are provided in Table 1 and 2 below:

Table 1: Resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any resident Shareholder (Note 4 and 5)	10%	Update valid PAN, if not already done, with depositories. No taxes will be deducted in the following cases - <ul style="list-style-type: none"> If dividend income to a resident Individual Shareholder during FY 2023-24 does not exceed ₹5,000/- (Note 2) If Shareholder is exempted from TDS provisions through any circular(s) or notification(s) and provides an attested copy of the PAN along with the documentary evidence in relation to the same (Note 3)
Submitting Form 15G/ Form 15H	NIL	Resident Individual Shareholder providing Form 15G / Form 15H (applicable to an Individual whose age is 60 years or more during FY 2023-24) - on fulfilment of prescribed conditions. Blank Form 15G and 15H can be downloaded from the link given at the end of this communication (Note 6)
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable (Note 7)

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income	NIL	Declaration that it is a corporation established by or under a Central Act whereby income-tax is exempt on the income and accordingly, is covered under section 196 of the Act, along with self-attested copy of registration certificate and relevant extract of the section whereby the income is exempt from tax.
Mutual Funds specified under clause (23D) of section 10 of the Act	NIL	Declaration that it is a Mutual Fund specified under section 10(23D) of the Act and accordingly, is covered under section 196 of the Act, along with self-attested copy of registration certificate or notification, as the case may be.
Alternative Investment Fund (AIF)	NIL	Declaration that AIF income is exempt under section 10(23FBA) of the Act as it has been granted a certificate of registration as a Category I or Category II AIF under the SEBI (AIF) Regulations, 2012 or under the International Financial Services Centre Authority Act, 2019. Also, to provide copy of registration document (self-attested).
New Pension System (NPS) Trust	NIL	Declaration that NPS Trust income is exempt under section 10(44) of the Act. Self-attested copy of registration document for establishment of said trust under the Indian Trust Act, 1882 along with self-attested copy of PAN card.
Other resident Shareholder without PAN or having Invalid PAN (Note 8 and 9)	20%	-
Non-filers of income-tax return - section 206AB (Note 10)	20%	Non-compliance cast an obligation on the Company to deduct at higher rate

Table 2: Non-resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation Requirement
Any non-resident Shareholder (Note 11)	20% (plus applicable surcharge and cess) or Tax Treaty rate, whichever is beneficial	<p>Non-resident Shareholders may opt for tax rate under Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the Company:</p> <ol style="list-style-type: none"> Copy of PAN Card, if any, allotted by the Indian authorities. Self-attested copy of Tax Residency Certificate (TRC) valid as on the Record Date, obtained from the tax authorities of the Country of which the Shareholder is resident. Electronically Filed Form 10F on Income Tax Portal as per Notification No. 03/2022 dated 16th July 2022 issued by the Income Tax Department Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit. Self-declaration regarding "Principle Purpose Test" (if any) as applicable to respective Treaty. Self-declaration as regards beneficial ownership. <p>In case of Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI), Self-attested copy of certificate of registration accorded under the relevant regulations of the SEBI.</p> <p>TDS shall be deducted at 20% (plus applicable surcharge and cess), if any, if the above-mentioned documents are not provided.</p>
Submitting Order under section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.

The formats for above referred forms are available on the website of the Company at www.mahanagargas.com.

Kindly note that the documents as mentioned in the Table 1 and 2 above are required to be uploaded with at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. No communication on the tax determination / deduction shall be considered after Tuesday, August 16, 2023 by 11:59 p.m. (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

Notes:

- (i) In due compliance of the applicable provisions of the Act, the Company will be issuing certificate for tax deducted at source in Form 16A. The credit for tax deducted at source can also be verified by the Shareholder by verifying Form 26AS, after the statement of tax deducted at source is furnished by the Company and thereafter Annual Information Statement (Form 26AS) is updated.
- (ii) In case of any further dividend which is paid in the FY 2023-24 and considering the amount of dividend payments made earlier, if the aggregate dividend pay-out exceeds ₹5,000/-, then, from the subsequent payment of dividend, the tax on the current as well as on earlier amount of dividend will be deducted and accordingly, the balance amount of dividend will be paid to the concerned Individual Shareholder.
- (iii) Reference is drawn to Circular No. 18/2017 dated May 29, 2017 issued by the Government of India, Ministry of Finance, Department of Revenue, Central Board of Direct Taxes as regards requirement of TDS in case of entities whose income is exempt under section 10 of the Act.
- (iv) In case dividend income under the provisions of the Act is chargeable to tax in hands of any other person other than the Registered Shareholder, then, a declaration to that effect is required to be submitted in terms of Section 199 of the Act read with Rule 37BA of the Income Tax Rules, 1962. On such submission, the Company will deduct tax in the name of such person, which would be due compliance of law on the part of the Company.
- (v) The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- (vi) The Company, in compliance with the provisions of the Act, will allot unique identification number and the declarations will be furnished along with the statement of deduction of tax to the income tax.
- (vii) Insurance companies: The Life Insurance Corporation of India, The General Insurance Corporation of India, The National Insurance Company Limited, The New India Assurance Company Limited, The Oriental Insurance Company Limited, The United India Insurance Company Limited and any other insurer as per section 2(28BB) of the Act. In case of any other insurer self-attested copy of registration is to be furnished. If shares are not owned but have full beneficial interest, then, a declaration to that effect.
- (viii) Needless to mention, PAN will be mandatorily required. In absence of PAN / Valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.
- (ix) In terms of section 139AA of the Act read with rule 114AAA, Aadhaar number is required to be linked with PAN by June,30, 2023. In case of failure of linking Aadhaar number with PAN within the prescribed timelines, PAN will be considered inoperative and, in such scenario, tax shall be deducted at higher rate of 20%. Therefore, the shareholders are advised to link Aadhaar number with PAN if not done.
- (x) TDS is to be deducted at higher rate in case of non-filers of Return of Income as per section 206AB of the Act which requires the Company to deduct tax at higher of the following rates in case of a 'specified person':
 - At twice the rate specified in the relevant provision of the Act; or
 - At twice the rates or rates in force; or
 - At the rate of 5%; or
 - At the rate 20%, if section 206AA is applicable

The 'specified person' means a person who has:

- not filed return of income for the assessment year relevant to the previous year immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and
- Subjected to tax deduction/collection at source in aggregate amounting to ₹50,000 or more in the said previous year.

A non-resident who does not have a permanent establishment is excluded from the scope of a specified person. Accordingly, non-resident shareholders are requested to provide declaration if they do not have permanent establishment and hence should not be considered as specified person.

The Income Tax Department has through the reporting portal utility made available the list of 'specified person' for the purpose of section 206AB which shall be obtained at the time of deduction of Tax at Source and accordingly, those shareholders who are classified as a specified person under section 206AB, TDS on the dividend amount will be deducted at higher rate of 20%.

- (xi) The provisions of the tax treaty rate shall be applied even if tax is deductible under section 196D. Therefore, under both sections i.e. section 195/196D, the treaty provisions can be applied, subject to submissions of documents as mentioned above. However, the Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts, if the completeness of documents submitted by the non-resident Shareholder is not to the satisfaction of the Company, including not in accordance with the provisions of the Act. The Company, in compliance of section 195 of the Act, will furnish information relating to the payment of dividend and deduction of tax at source thereon in Form 15CA by the Company and 15CB by a Chartered Accountant, as applicable.
- (xii) In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, the concerned Shareholder would still have the option of claiming refund of the excess tax deducted at the time of filing the income tax return. No claim shall lie against the Company for such taxes deducted.
- (xiii) The above is only to facilitate the Shareholder so that appropriate TDS is deducted on the dividend amount in accordance with the applicable provisions of the Act.
- (xiv) Shareholders may have already noted the tax implications in case their PAN is not registered with the Company/RTA/ Depository Participants including non-linking of Aadhaar and non-filing of Returns. Further, it may be noted that:
 - a) In terms of section 139A of the Act, it is mandatory to quote PAN if tax is deductible on the dividend amount at source under section 194 of the Act. Such non-quoting shall attract penalty of ₹10,000/- under section 272B of the Act.
 - b) SEBI has mandated the submission of PAN by every participant in the securities market.
- (xv) Accordingly, Shareholders are once again requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts, in case of holding in electronic form.
- 18. 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.
- 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 in case of shares held in physical mode, on or before Wednesday, August 16, 2023.
- 20. The Board of Directors has appointed Mr. Santosh Singh & Associates, Practicing Company Secretary (Membership No. ACS 15964) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- 21. Shareholders are requested to send their requests 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.
- 22. 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.
- 23. Members are requested to correspond with Company Secretary or 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.
- 24. 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 Tuesday, August 16, 2022 by visiting the link 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. 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 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 update your email id & mobile no. with your respective Depository Participant (DP).

INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

1. The remote e-voting period begins on **Monday, August 21, 2023 at 09:00 A.M. (IST)** and ends on **Wednesday, August 23, 2023 at 05:00 P.M. (IST)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **Record Date i.e. Wednesday, August 16, 2023** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Record Date.

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 20px;">  <p>App Store</p>  </div> <div style="text-align: center; margin: 0 20px;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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.

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

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000
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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	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*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	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***