



MAHANAGAR GAS LIMITED

Ref: MGL/CS/SE/2023/510

Date: 20th December 2023

To,

Head, Listing Compliance Department BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 001 Script Code/Symbol: <u>539957; MGL</u>	Head, Listing Compliance Department National Stock Exchange of India Ltd Exchange Plaza, Bandra –Kurla Complex, Bandra (East), Mumbai – 400 051 Script Symbol: <u>MGL</u>
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Sub: Notice of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we submit herewith the Notice of Postal Ballot (“Notice”) dated 18th December 2023 for seeking approval of Members of the Company for appointment Mr. Sandeep Kumar Gupta (DIN: 07570165), nominee of GAIL (India) Limited (“GAIL”), as the Non-Executive – Non-Independent Director, designated as Chairman of the Company.

In conformity with the present regulatory requirements, the Notice along with the Explanatory Statement (including instructions for e-voting), is being sent to all the Members, whose names appear in the Register of Members or list of Beneficial Owners, as received from the depositories, and whose email Ids are registered with the Company/ Depositories as on **Friday, 15th December 2023 (“Cut-off date”)**. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice. The Notice is also available on the website of the Company at www.mahanagargas.com and on the website of NSDL at www.evoting.nsdl.com

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-Voting facility to its Members. The remote e-Voting period commences from **09:00 a.m. (IST) on Saturday, 23rd December 2023 and ends at 05:00 p.m. (IST) on Sunday, 21st January 2024.**

The Result of the remote e-Voting shall be declared on or before **Tuesday, 23rd January 2024.**

We request you to take the above information on record.

Thanking You

Yours faithfully,

For **Mahanagar Gas Limited**

Atul Prabhu

Company Secretary & Compliance Officer

Encl.: As above



MAHANAGAR GAS LIMITED

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

Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051

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

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

In view of prevailing MCA Circulars on Postal Ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

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, General Circular no.3/2022 dated 5th May, 2022, General Circular no.11/2022 dated 28th December, 2022 and General Circular no.09/2023 dated 28th December, 2023 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 resolutions 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. Sandeep Kumar Gupta (DIN: 07570165), nominee of GAIL (India) Limited (“GAIL”) as the Non-Executive – Non-Independent Director, designated as Chairman of the Company

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

“RESOLVED THAT pursuant to provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act 2013, read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee of the Board and the Board of Directors, Mr. Sandeep Kumar Gupta (DIN: 07570165), nominee of GAIL (India) Limited (“GAIL”), who was appointed as an Additional Director by the Board with immediate effect from 31st October 2023, be and is hereby appointed as an 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: December 18, 2023

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 M/s. Santosh Singh & Associates, Practicing Company Secretary (Membership No. A15964) 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 National Securities Depository Limited (“NSDL”) 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, December 15, 2023 (“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 of NSDL at www.evoting.nsdl.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 on or before Tuesday, January 23, 2024.** 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 National Securities Depository Limited (NSDL’) at www.evoting.nsdl.com.





6. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last day of voting i.e. **Sunday, January 21, 2024.**

7. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- a) **The remote e-voting period commences from 09:00 AM (IST) on Saturday, December 23, 2023 and ends at 05:00 PM (IST) on Sunday, January 21, 2024.** 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, December 15, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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 SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Pursuant to aforesaid SEBI Circular, Login method for remote e-voting for Individual shareholders holding securities in demat mode with NSDL/CDSL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository.	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.

	<p>2. If you are 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</p> <p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL Depository</p>	<p>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 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 use your existing my easi username & password.</p>

	<p>2. After successful login of Easi / Easiest the 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. 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.</p> <p>3. 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.</p> <p>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. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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.</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.

- c) **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.com 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

d) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 cast your vote electronically (refer point [e] below – i.e. How to cast your vote electronically on NSDL e-Voting system).

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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

e) **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

f) **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssantoshsingh@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Tejas Chaturvedi at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring User id and Password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1. In case shares are held in physical mode:** Please provide 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 postalballot@mahanagargas.com or RTA at rnt.helpdesk@linkintime.co.in
- 2. In case shares are held in Demat mode :** Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to postalballot@mahanagargas.com or RTA at rnt.helpdesk@linkintime.co.in

If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above at Sr. no. 7 (b) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

- 3.** Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

For Mahanagar Gas Limited
By Order of the Board

Place: Mumbai
Date: December 18, 2023

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 any 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 Board of Directors of the Company (“the Board”) vide circular resolution passed on 31st October, 2023 approved the appointment of Mr. Sandeep Kumar Gupta (DIN: 07570165), nominee of GAIL (India) Limited (“GAIL”), as the Non-Executive – Non-Independent Director, designated as Chairman of the Company, with effect from 31st October 2023, liable to retire by rotation, until further order from GAIL, based on the recommendation of Nomination and Remuneration Committee.

Pursuant to 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, approval of the shareholders is sought through Postal Ballot by way of voting through electronic means (“**remote e-voting**”) only in order to comply with the Listing Regulations.

Mr. Sandeep Kumar Gupta has given his consent to act as a Director of the Company pursuant to Section 152 of the Act. Mr. Sandeep Kumar Gupta has 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. Sandeep Kumar Gupta is as under:

Mr. Sandeep Kumar Gupta has been appointed as Director on the Board and elected as Chairman of Mahanagar Gas Limited effective from 31st October 2023.

Mr. Sandeep Kumar Gupta is CMD of GAIL (India) Limited, India’s leading natural gas company with diversified interests across the natural gas value chain of trading, transmission, LPG production & transmission, LNG re-gasification, petrochemicals, city gas, E&P, etc. Mr. Gupta is the Chairman of GAIL Gas Limited, Brahmaputra Cracker and Polymer Limited and Director of Petronet LNG Limited. He is also Chairman of Standing Conference of Public Enterprises (SCOPE), an apex professional organization representing the Central Government Public Enterprises. Before joining GAIL in October 2022, Mr. Gupta held the position of Director (Finance) since August 2019 on the Board of Indian Oil Corporation Limited. As Director (Finance), he was in charge of F&A, Treasury, Pricing, International Trade, Optimization, Information Systems, Corporate Affairs, Legal, Risk Management, etc.

Mr. Gupta is a Fellow member of the Institute of Chartered Accountants of India and has received prestigious individual recognition such as “CA CFO – Large Corporate – Manufacturing and Infrastructure Category” in January 2021 by ICAI, adjudged among Top 30 CFOs in India by StartupLanes.com in May 2022 and Best CEO – Oil & Gas Sector 2022-23 by India Today. He has wide experience of over 35 years in the Oil & Gas Industry.

Information in respect of Mr. Sandeep Kumar Gupta (DIN: 07570165) pursuant to Regulation 36(3) of the Listing Regulations and SS-2 is as under:

Age	57 years	
Qualification(s)	Chartered Accountant	
Date of Appointment on the Board	31 st October 2023	
Expertise in specific functional area	Finance, Treasury, Pricing, Corporate Affairs and Business Strategy, Legal and Risk Management	
Directorship held in other listed entities	<ol style="list-style-type: none"> 1. GAIL Gas Limited 2. Brahmaputra Cracker and Polymer Limited 3. GAIL (India) Limited 4. Petronet LNG Limited 5. Standing Conference of Public Enterprises 	
Resignation from the listed entities during the last three years	Indian Oil Corporation Limited	
Membership of the Committees of the Board of other listed entities (i.e. Audit Committee and Stakeholders Relationship Committee)	Name of Company	Name of Committee
	Petronet LNG Limited	Stakeholders Relationship Committee
Shareholding in the Company	NIL	
Relationship between Directors and Key Managerial Personnel inter-se	None	
No. of Board Meeting attended during FY 2023-24	Not Applicable	
Terms and Conditions of appointment	Appointment as a Non-Executive, Non-Independent Director, liable to retire by rotation	

The Nomination and Remuneration Committee and Board of Directors are of the view that the association of Mr. Sandeep Kumar Gupta with his rich experience and vast knowledge would be beneficial for the Company.

Mr. Sandeep Kumar Gupta 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. Sandeep Kumar Gupta and his relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of this Notice for the appointment of Mr. Sandeep Kumar Gupta as a Director of the Company, liable to retire by rotation, for the approval of Members.

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

Place: Mumbai
Date: December 18, 2023

Atul Prabhu
Company Secretary & Compliance Officer