



# MAHANAGAR GAS LIMITED

(GAIL, Govt. of Maharashtra & BGAPH Enterprise)

Ref: MGL/CS/SE/2019/257

Date: May 17, 2019

To,

<b>Head, Listing Compliance Department BSE Limited</b> P. J. Towers, Dalal Street, Mumbai - 400 001 <b>Scrip Code/Symbol: <u>539957; MGL</u></b>	<b>Head, Listing Compliance Department National Stock Exchange of India Ltd</b> Exchange Plaza, Bandra –Kurla Complex, Bandra (East), Mumbai - 400051 <b>Script Symbol: <u>MGL</u></b>
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**Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2019.**

Dear Sir/Madam,

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed copy of Annual Secretarial Compliance Report dated May 17, 2019 for the Financial Year 2018-19 issued by M/s. Santosh Singh & Associates, Company Secretaries.

We request you to take the same on record.

Thanking you.

Yours sincerely,

For Mahanagar Gas Limited

  
**Anand Upadhyay**  
Company Secretary and Compliance Officer



Encl.: As above



To,  
The Board of Directors,  
**Mahanagar Gas Limited**  
(CIN: L40200MH1995PLC088133)  
MGL House, G-33 Block,  
Bandra-Kurla Complex,  
Bandra (East)  
**Mumbai – 400 051**

Sir/ Madam,

**Sub:** Annual Secretarial Compliance Report for the Financial Year 2018-19

We have been engaged by **Mahanagar Gas Limited** (hereinafter referred to as 'the Company') bearing CIN: L40200MH1995PLC088133 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct and audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

For **Santosh Singh & Associates**  
Company Secretaries  
(ICSI Unique Code S2002UP057500)

  
**Santosh Kumar Singh**  
Proprietor

ACS No. : 15964  
CP No. : 17638

Place : Mumbai  
Date : May 17, 2019





**Secretarial Compliance Report of Mahanagar Gas Limited**  
**for the Financial Year ended March 31, 2019**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Mahanagar Gas Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) Website of the listed entity,
- (d) other documents/ filings, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2019** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (up to November 10, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from November 11, 2018) - **Not Applicable as there was no reportable event during the financial year under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;







- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (up to 10th September 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11th September 2018) - **Not Applicable as there was no reportable event during the financial year under review;**
- (e) Securities and Exchange Board of India Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as there was no reportable event during the financial year under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable as there was no reportable event during the financial year under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:





Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports - **Not Applicable since this report is being issued for the first time and accordingly no action was required to be taken by the Company.**

For **Santosh Singh & Associates**  
Company Secretaries  
(ICSI Unique Code S2002UP057500)

**Santosh Kumar Singh**  
Proprietor



ACS No. : 15964  
CP No. : 17638

Place : Mumbai  
Date : May 17, 2019