



MAHANAGAR GAS LIMITED

Ref: MGL/CS/SE/2021/411

Date: October 14, 2021

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 - 400051 Script Symbol: <u>MGL</u>
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Sub: Minutes of 26th Annual General Meeting

Dear Sir/Madam,

We submit herewith the Minutes of the 26th Annual General Meeting of the Company held on Tuesday, September 28, 2021 at 11:00 AM through Video Conferencing/ Other Audio Visual Means (OAVM) in compliance with the circulars issued by MCA and SEBI.

You are requested to take the above information on your records and disseminate the same on your website.

Thanking you,

Yours faithfully,

For Mahanagar Gas Limited

Atul Prabhu

Company Secretary & Compliance Officer



Encl.: a/a



HELD AT _____ ON _____ TIME _____

MINUTES OF 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MAHANAGAR GAS LIMITED HELD ON TUESDAY, SEPTEMBER 28, 2021, AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MEANS AND CONCLUDED AT 11:50 A.M. (IST) WITH THE DEEMED PLACE AS THE REGISTERED OFFICE OF THE COMPANY AT MGL HOUSE, BLOCK NO. G-33, BANDRA-KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400 051

Present through Video Conference / Other Audio-Visual Means

Members of the Board of Directors

1.	Mr. Manoj Jain	Chairman
2.	Mr. Sanjib Datta	Managing Director
3.	Mr. Sanjay Shende	Deputy Managing Director
4.	Mr. Baldev Singh	Non- Executive Director
5.	Mr. S. Venkatraman	Independent Director and the Chairman of Audit Committee
6.	Mr. Syed S. Hussain	Independent Director and the Chairman of Nomination and Remuneration Committee and Stakeholders Relationship Committee
7.	Ms. Malvika Sinha	Independent Director and Chairperson of Corporate Social Responsibility Committee
8.	Mr. Rajeev Bhaskar Sahi	Independent Director and Chairman of Risk Management Committee

Company Secretary & Compliance Officer

Mr. Atul Prabhu

Other Invitees present through Video Conference

Mr. S.M. Ranade, Chief Financial Officer

Mr. Upendra C. Shukla, Scrutinizer

Respective Representatives of M/s. SRBC & Co. LLP, Statutory Auditors of the Company and M/s. Dholakia & Associates LLP, Secretarial Auditors of the Company were present during the meeting through Video Conference.

The meeting commenced at 11.00 A.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') as scheduled.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

The meeting was attended by 52 shareholders through Video Conference/ Other Audio Visual Means.

Pursuant to Article 28 of Articles of Association of the Company, Mr. Manoj Jain, the Chairman of the Board, took the chair and introduced the Members of the Board Directors who joined the meeting through VC from their respective locations.

The Company Secretary welcomed the Members to the 26th Annual General Meeting ('AGM') and briefed them on certain points relating to the participation at the meeting through VC. After ascertaining the requisite quorum being present, the Chairman called the meeting in order and addressed the members.

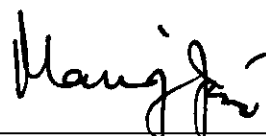
Chairman informed the members that in view of the challenges and the risks posed by the continuing COVID-19 Pandemic and keeping in mind the safety and security of the members and employees of the Company, AGM is being convened through Audio Visual mode for the second time in line with the Circulars issued by the Ministry of Corporate Affairs and SEBI. GAIL and Government of Maharashtra have appointed their authorized representatives for the AGM.

Since there was no physical attendance of Members in the meeting and in compliance with the relevant Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable. The following documents and Registers were made available for inspection by the Members electronically during the meeting :

- (i) Notice convening 26th Annual General Meeting;
- (ii) Directors' Report with Annexures thereto for the Financial Year ended March 31, 2021;
- (iii) The Audited Financial Statements and Auditors' Report thereon for the Financial Year ended March 31, 2021;
- (iv) Secretarial Audit Report for the year ended March 31, 2021;
- (v) The Register of Directors' and Key Managerial Personnel and their shareholding;
- (vi) The Register of Contracts or arrangements in which the Directors were interested;
- (vii) Notice received from shareholder proposing the candidature of the Directors proposed to be appointed / re-appointed other than the retiring Director.

The Notice convening the 26th Annual General Meeting, the Directors' Report, Auditor's Report, Secretarial Auditor Report etc. was taken as read at the meeting. The resolutions as set forth in the Notice were read by the Chairman at the meeting except the agenda item no. 3, which was read by the Managing Director, pertaining to appointment of a Director in place of Mr. Manoj Jain, who retires by rotation and being eligible, has offered himself for re-appointment.

The Chairman made his opening remarks with respect to the industry scenario, operations of the Company and response to COVID-19, performance of the Company for the Financial Year 2020-2021, dividend paid and outlook for the future. He shared with the Members, the highlights of the growth achieved by the Company during the Financial Year 2020-21.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

The Chairman informed that there was no qualification, observation or comment of the Joint Statutory Auditors in their Auditors Report. The qualification(s)/observation(s) of Secretarial Auditor along with management explanations thereto were informed to the members.

The Company Secretary informed the Members that in compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Regulations and Disclosure Requirements) Regulation, 2015, the Company had provided its Members the facility to cast their votes electronically on all the resolutions set forth in the Notice of AGM through the National Securities Depository Limited ('NSDL') system before the Meeting during the e-voting period which commenced from 09:00 A.M. (IST) on Friday, September 24, 2021 and ended at 05:00 p.m. (IST) on Monday, September 27, 2021.

It was informed that only those shareholders whose names are appearing in the Register of Members as on the cut-off date i.e. 20th September 2021 and have not voted on the resolutions during the remote e-voting period shall be eligible to vote during the AGM. Mr. Upendra Shukla, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the votes cast by the members during the AGM and through remote e-voting process, in fair and transparent manner.

Company Secretary read the items of business enlisted in the Notice of AGM. The Chairman informed the objective and implication of each of the business items.

The Chairman invited members to raise queries relating to the items of business of the AGM. It was further informed that the queries received from those shareholders who could not register themselves as a speaker, shall be answered suitably via e-mail.

Name of shareholders who had registered themselves as Speakers to express their views/ask questions during the meeting were called out by the Moderator. The Chairman acknowledged the kind words and appreciation from the Members. The queries raised by Members during the Meeting were suitably responded and it was stated that their suggestions and feedback would be suitably looked into. It was further stated those members who could not exercise their vote through remote e-voting process, they can participate in the e-voting process during the AGM, the facility for voting during the AGM would remain available till 15 minutes after conclusion of AGM.

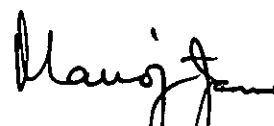
Ms. Malvika Sinha, Independent Director proposed vote of thanks to the Chair, Board Members, shareholders, employees and all other stakeholders of the Company.

The requisite quorum was present throughout the meeting.

The meeting concluded at 11:50 a.m.

Date : 11.10.2021

Place : Mumbai


(Manoj Jain)
Chairman

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Consolidated Report of Scrutinizer for remote e-voting and e-voting at AGM held on September 28, 2021

Scrutiniser submitted its report(s) for remote e-voting, e-voting at AGM and consolidated result(s) dated September 28, 2021 as per which all the business item in the AGM Notice have been duly passed by the requisite majority, the details of which are as under:

Ordinary Business**Item No. 1****Ordinary Resolution – 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**

“RESOLVED THAT the Audited Balance Sheet of the Company as at March 31, 2021 and the Profit and Loss Account for the year ended on that date together with Schedules, Cash Flow Statement forming part thereof and Directors Report, Auditors Report thereon submitted to this Meeting be and are hereby approved and adopted.”

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/Votes
Remote E-voting	900	83686973	100.00	18	1409	0.00	8	16651
E-voting at AGM	6	1051	100.00	0	0	0.00	0	0
Combined	906	83688024	100.00	18	1409	0.00	8	16651

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.

Item No. 2**Ordinary Resolution – To confirm the payment of Interim Dividend of Rs. 9.00 per equity share, already paid and to declare the Final dividend of Rs. 14.00 per equity share for the financial year ended on March 31, 2021**

“RESOLVED THAT the shareholders do hereby confirm the payment of Interim Dividend of Rs. 9.00 per share, as already paid, and also declare the final dividend of Rs. 14.00 per share for the Financial Year ended on March 31, 2021.”



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	900	83702823	100.00	18	1069	0.00	8	1141
E-voting at AGM	6	1051	100.00	0	0	0.00	0	0
Combined	906	83703874	100.00	18	1069	0.00	8	1141

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.

Item No. 3

Ordinary Resolution – To appoint a Director in place of Mr. Manoj Jain (DIN: 07556033), who retires by rotation and being eligible, offers himself for re-appointment

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, Mr. Manoj Jain (DIN: 07556033), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	814	76819127	92.42	93	6300023	7.58	19	585883
E-voting at AGM	6	1051	100.00	0	0	0.00	0	0
Combined	820	76820178	92.42	93	6300023	7.58	19	585883

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.

Special Business:

Item No. 4

Special Resolution – Alteration of Articles of Association of the Company

“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;



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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.”

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	861	83690032	100.00	49	3319	0.00	16	11682
E-voting at AGM	6	1051	100.00	0	0	0.00	0	0
Combined	867	83691083	100.00	49	3319	0.00	16	11682

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by special majority.

Item No. 5

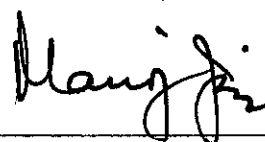
Ordinary Resolution – To ratify the Cost Auditors’ remuneration

“**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.”

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	864	83691367	100.00	48	2164	0.00	14	11502
E-voting at AGM	5	941	100.00	0	0	0.00	1	110
Combined	869	83692308	100.00	48	2164	0.00	15	11612

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

“**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.”

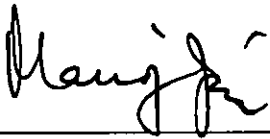
	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	792	72212777	86.88	118	10906474	13.12	16	585782
E-voting at AGM	5	941	100.00	0	0	0.00	1	110
Combined	797	72213718	86.88	118	10906474	13.12	17	585892

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by special majority.

Item No. 8

Ordinary Resolution – Appointment of Mr. Sanjay Shende (DIN: 09172642) as Director

“**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



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Item No. 6**Ordinary Resolution – To approve Material Related Party Transactions**

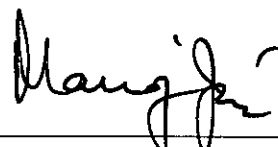
“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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.”

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	863	51587501	99.99	49	3297	0.01	14	32114235
E-voting at AGM	6	1051	100.00	0	0	0.00	0	0
Combined	869	51588552	99.99	49	3297	0.01	14	32114235

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.

Item No. 7**Special Resolution – Re-appointment of Mr. Syed S. Hussain (DIN: 00209117) as an Independent Director**


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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."

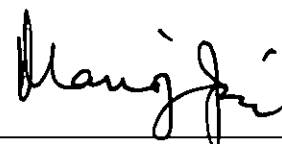
	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	837	76084134	91.54	71	7035072	8.46	18	585827
E-voting at AGM	6	1051	100.00	0	0	0.00	0	0
Combined	843	76085185	91.54	71	7035072	8.46	18	585827

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.

Item No. 9

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

"**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;



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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.”

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	708	56274709	67.70	198	26844411	32.30	20	585913
E-voting at AGM	6	1051	100.00	0	0	0	0	0
Combined	714	56275760	67.70	198	26844411	32.30	20	585913

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.

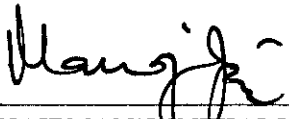
Item No. 10

Ordinary Resolution – To pay Commission to Independent Directors.

“**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 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.”

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	798	83092635	99.97	109	26456	0.03	19	585942
E-voting at AGM	6	1051	100.00	0	0	0.00	0	0
Combined	804	83093686	99.97	109	26456	0.03	19	585942


CHAIRMAN'S INITIALS



HELD AT _____ ON _____ TIME _____

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.

Item No. 11

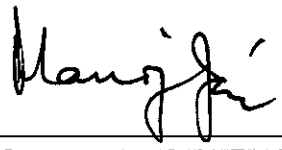
Ordinary Resolution – Appointment of Ms. Malvika Sinha (DIN: 08373142), as the Independent Director

“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.”

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	864	83113266	99.99	48	6767	0.01	14	585000
E-voting at AGM	6	1051	100.00	0	0	0.00	0	0
Combined	870	83114317	99.99	48	6767	0.01	14	585000

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

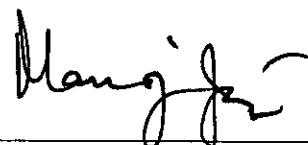
Item No. 12**Ordinary Resolution – Appointment of Mr. Rajeev Bhaskar Sahi (DIN: 06662067), as the Independent Director**

“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.”

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	859	83113109	99.99	50	6538	0.01	17	585386
E-voting at AGM	6	1051	100.00	0	0	0.00	0	0
Combined	865	83114160	99.99	50	6538	0.01	17	585386

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Item No. 13**Ordinary Resolution – Appointment of Mr. Venkatraman Srinivasan (DIN: 00246012), as the Independent Director**

“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);

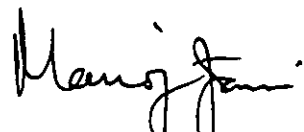
RESOLVED FURTHER THAT the Company Secretary and Compliance Officer of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary to give effect to the above resolution.”

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of votes cast	% of votes cast	No. of Responses received	No. of shares/ Votes
Remote E-voting	864	83112048	99.99	47	7475	0.01	15	585510
E-voting at AGM	6	1051	100.00	0	0	0.00	0	0
Combined	870	83113099	99.99	47	7475	0.01	15	585510

Based on consolidated result of the voting, aforesaid resolution as set out in the AGM Notice was passed by requisite majority.

Date : 11.10.2021

Place : Mumbai


(Manoj Jain)
Chairman

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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CHAIRMAN'S INITIALS

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