

FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20 & 21 (2) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Mahanagar Gas Limited
MGL House, Block G-33,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

The 22nd (Twenty Second) Annual General Meeting of the Equity Shareholders of Mahanagar Gas Limited held on Monday 25th September, 2017 at 11.00 a.m. at "IES Manik Sabhagriha" Auditorium, Vishwakarma M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai-400050.

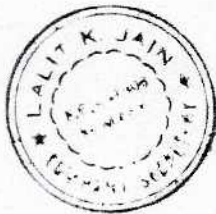
Dear Sir,

I, Lalit K Jain, Practising Company Secretary (CP No. 876), appointed as Scrutinizer by the Board of Directors of Mahanagar Gas Limited (the Company) for the purpose of conducting remote e-voting process and to scrutinize the e-voting data received from the shareholders in respect of the below mentioned resolution(s) passed at the 22nd Annual General Meeting of the Equity Shareholders of Mahanagar Gas Limited held on Monday 25th September, 2017 at 11.00 a.m. at "IES Manik Sabhagriha" Auditorium, Vishwakarma M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai-400050, submit our report as under:

1. The Company has availed e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company.
2. The Company had also provided e-voting facility to the shareholders present at the Annual General Meeting and who had not casted their vote earlier through remote e-voting facility.
3. The voting period for remote e-voting commenced on Friday, 22nd September, 2017 at 9.00 a.m. IST and ended on Sunday, 24th September, 2017 at 5.00 p.m. IST and NSDL e-voting platform was blocked thereafter.
4. The votes cast under remote e-voting facility were thereafter unblocked in the presence of one witness Ms. Komal Sharma, who is not in employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

Sign of Witness:

Komal Sharma
Komal Sharma



5. I have scrutinized and reviewed the remote e-voting and e-votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.
6. The result of the remote e-voting and e-voting at the meeting in respect of the said resolutions is as under:

Ordinary Business

Resolution 1- Adoption of Annual Accounts

- (i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
363	86645293	100 (Rounded off)

- (ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
1	22	0.00

- (iii) Invalid Votes:

Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0



Resolution 2: To declare dividend on Equity Shares

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
368	86660547	99.9999

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
2	40	0.0001

(iii) Invalid Votes:

Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0

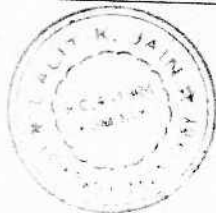
Resolution 3- Re-appointment of Director- Mr. Akhil Mehrotra

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
351	85810427	99.0224

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
14	847140	0.9776



(iii) Invalid Votes:

Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0

Resolution 4 – Appointment of Statutory Auditor

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
362	86657380	99.9999

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
3	92	0.0001

(iii) Invalid Votes:

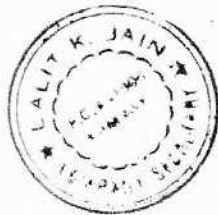
Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0

Special Business

Resolution 5 – Remuneration of the Cost Auditor

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
362	86657445	99.9999



(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
3	92	0.0001

(iii) Invalid Votes:

Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0

Resolution 6 – Appointment of Mrs. Radhika Haribhakti as an Independent Director

(i) Voted in favour of the resolution:

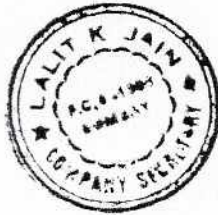
Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
341	85237343	98.7945

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
20	1040038	1.2055

(iii) Invalid Votes:

Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0



Resolution 7 – Re-appointment of Mr. Jainendar Kumar Jain as an Independent Director

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
344	86182396	99.8900

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
17	94936	0.1100

(iii) Invalid Votes:

Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0

Resolution 8 – Re-appointment of Ms. Susmita Sengupta as a Whole Time Director

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
347	86657127	99.9996

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
16	338	0.0004

(iii) Invalid Votes:

Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0

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Resolution 9 – Appointment of Mr. Virendra Nath Datt as Non-Executive Director

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
344	86175373	99.8818

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
17	101959	0.1182

(iii) Invalid Votes:

Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0

Resolution 10 – Appointment of Mr. Sunil Porwal as Non-Executive Director

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
348	86182647	99.8902

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
13	94702	0.1098

(iii) Invalid Votes:

Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0



Resolution 11 – To Approve Material Related Party Transactions

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
349	22346720	99.9988

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
13	268	0.0012

(iii) Invalid Votes:

Number of Members (including Proxies) voting electronically	Total number of votes cast by them
0	0

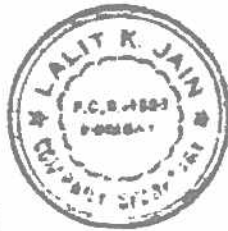
Thanking you.

Yours faithfully,

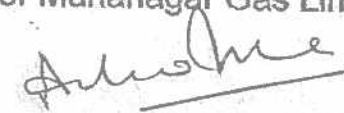

Lalit K. Jain (Scrutinizer)
Practising Company Secretary
CP-876 FCS-1903

2102, P J Tower,
D. Street, Mumbai -01.
Tel: 40040227.

Place: Mumbai
Date: 26/09/2017



For Mahanagar Gas Limited


Akhil Mehrotra
Chairman

