



MAHANAGAR GAS LIMITED

(GAIL, Govt. of Maharashtra & BGAPH Enterprise)

Ref: MGL/CS/SE/2018/183

Date: September 05, 2018

To,

Head, Listing Compliance Department BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 001 Script Code/Symbol: 539957; MGL	Head, Listing Compliance Department National Stock Exchange of India Ltd Exchange Plaza, Bandra –Kurla Complex, Bandra (East), Mumbai - 400051 Script Symbol: MGL
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Sub: Disclosure under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam,

Please find enclosed herewith the disclosure received under Regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 from Schroder International Selection Fund.

You are requested to take the above information on your records.

Thanking you,

Yours sincerely,

For Mahanagar Gas Limited


Alok Mishra
Company Secretary and Compliance Officer



Encl.: As above

Schroder Investment Management (Singapore) Ltd
138 Market Street #23-01 CapitaGreen Singapore 048946

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F: +65 6535 3486 (Fund Management)
F: +65 6535 6612 (Operations)
schroders.com.sg

4 September 2018

Via E-mail and Mail

MGL House

G-33 Block,
Bandra-Kurla Complex,
Bandra (East)
Mumbai-400 051
India

Attention: Mr. Alok Mishra, Investor Relations Department

Dear Sir,

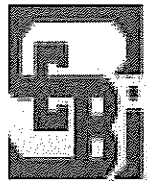
The Schroder International Selection Fund ("SISF") (the Company), an umbrella structured open-ended investment company with limited liability in Luxembourg, organised as a "société anonyme" and qualifies as a Société d'Investissement à Capital Variable ("SICAV") under Part I of Luxembourg's law on undertakings for collective investment dated 17 December 2010, has become a substantial shareholder of Mahanagar Gas Limited following an acquisition of shares on 31 August 2018 by a Schroder Group entity as a discretionary fund manager of a SISF fund.

Please find enclosed herewith the appropriate forms pursuant to Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for your attention.

Yours Sincerely,



Amy Sng
Senior Compliance Manager, Singapore



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Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Mahanagar Gas Limited ("MGL")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	1) Acquirer: Schroder Investment Management (Hong Kong) Limited ("SIMHK") as a discretionary fund manager of a Schroder International Selection Fund ("SISF") fund. A SISF fund is an umbrella structured open-ended investment company with limited liability in Luxembourg, organised as a "société anonyme" and qualifies as a Société d'investissement à Capital Variable ("SICAV") under Part I of Luxembourg's law on undertakings for collective investment dated 17 December 2010. 2) PAC: The Schroder Group entities as discretionary fund managers of funds/segregated mandats		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Ltd, The Bombay Stock Exchange Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of: a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) e) Total (a+b+c+d)	The Schroder Group held 5,113,859* shares carrying voting rights, of which 4,924,128 are held by SISF. *Of the 5,113,859 shares held by the Schroder Group, 4,064,238 shares are held by SIMHK. SIMHK is the discretionary fund manager of the SISF fund that acquired MGL.	The Schroder Group held 5.177%* of the total share capital of the Target Company, of which 4.985% is held by SISF. *Of the 5.177% held by the Schroder Group, 4.115% of the total share capital of the Target Company is held by SIMHK. SIMHK is the discretionary fund manager of the SISF fund that acquired MGL.	The Schroder Group held 5.177%* of the total share capital of the Target Company, of which 4.985% is held by SISF. *Of the 5.177% held by the Schroder Group, 4.115% of the total share capital of the Target Company is held by SIMHK. SIMHK is the discretionary fund manager of the SISF fund that acquired MGL.
Details of acquisition a) Shares carrying voting rights acquired b) VRs acquired otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each	SIMHK, as the discretionary fund manager of a SISF fund, acquired 140,017 shares carrying voting rights. The Schroder Group and SISF each acquired 140,017 shares carrying voting rights.	SIMHK, as the discretionary fund manager of a SISF fund, acquired 0.142% of the total share capital of the Target Company. The Schroder Group and SISF each acquired 0.142% of the total share capital of the Target Company.	SIMHK, as the discretionary fund manager of a SISF fund, acquired 0.142% of the total share capital of the Target Company. The Schroder Group and SISF each acquired 0.142% of the total share capital of the Target Company.



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<p>category) acquired</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+/-d)</p>			
<p>After the acquisition, holding of acquirer along with PACs of:</p> <p>a) Shares carrying voting rights</p> <p>b) VRs otherwise than by equity shares</p> <p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+d)</p>	<p>Post-acquisition, the Schroder Group holds 5,253,876* shares carrying voting rights, of which 5,064,145 are held by SISF.</p> <p>*Of the 5,253,876 shares held by the Schroder Group, 4,204,255 shares are held by SIMHK. SIMHK is the discretionary fund manager of the SISF fund that acquired MGL.</p>	<p>Post-acquisition, the Schroder Group holds 5.319%* of the total share capital of the Target Company, of which 5.127% of the total share capital of the Target Company is held by SISF.</p> <p>*Of the 5.319% shares held by the Schroder Group, 4.256% of the shares are held by SIMHK. SIMHK is the discretionary fund manager of the SISF fund that acquired MGL.</p>	<p>Post-acquisition, the Schroder Group holds 5.319%* of the total share capital of the Target Company, of which 5.127% of the total share capital of the Target Company is held by SISF.</p> <p>*Of the 5.319% shares held by the Schroder Group, 4.256% of the shares are held by SIMHK. SIMHK is the discretionary fund manager of the SISF fund that acquired MGL.</p>
<p>Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)</p>	<p>Open market acquisition</p>		
<p>Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.</p>	<p>N/A</p>		
<p>Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.</p>	<p>31/08/18</p>		
<p>Equity share capital / total voting capital of the TC before the said acquisition</p>	<p>98,777,778</p>		
<p>Equity share capital/ total voting capital of the TC after the said acquisition</p>	<p>98,777,778</p>		
<p>Total diluted share/voting capital of the TC after the said acquisition</p>	<p>98,777,778</p>		




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Part-B*** Please refer to the attached for Part B.

Name of the Target Company: Mahanagar Gas Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs


Signature of the acquirer / Authorised Signatory

Place: 138 Market Street #23-01 CapitaGreen Singapore 048946

Date: 4th September 2018

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.