



MAHANAGAR GAS LIMITED

(GAIL, Govt. of Maharashtra & BGAPH Enterprise)

Ref: MGL/CS/SE/2018/191

Date: September 19, 2018

To,

Head, Listing Compliance Department BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 001 Scrip Code/Symbol: 539957; MGL	Head, Listing Compliance Department National Stock Exchange of India Ltd Exchange Plaza, Bandra –Kurla Complex, Bandra (East), Mumbai – 400 051 Script Symbol: MGL
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Dear Sir /Madam,

Sub: Scrutinizer Report of 23rd Annual General Meeting (“AGM”) of Mahanagar Gas Limited (“the Company”) held on September 17, 2018

With reference to the captioned subject, the Report of the Scrutinizer dated September 17, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereof) and provisions of SEBI (LODR) Regulations, 2015 is attached herewith as **Annexure – I**.

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

Thanking you,

Yours Sincerely,

For Mahanagar Gas Limited

Alok Mishra

Company Secretary and Compliance Officer



Encl: As above

LALIT. K. JAIN

Bcom, LLB, FCS

COMPANY SECRETARIES

2102, P J Tower,

D. Street, Mumbai -01.

Tel: 40040227

Combined Report of Scrutinizer for Remote e-Voting and e-Voting at AGM

To,

The Chairman,

MAHANAGAR GAS LIMITED

MGL House, Block G-33,

BandraKurla Complex, Bandra (East),

Mumbai – 400051.

The 23rd (Twenty Third) Annual General Meeting of the Equity Shareholders of Mahanagar Gas Limited held on Monday 17th September, 2018 at 11.00 a.m. at "IES ManikSabhagriha" Auditorium, Vishwakarma M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai-400050.

Dear Sir,

I, **CS Lalit K Jain** was appointed as a Scrutinizer by the Board of Directors of Mahanagar Gas Limited pursuant to Section 108 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the e-Voting at Annual General Meeting (Instapoll-e-voting) for the resolutions contained in the Notice of 23rd Annual General Meeting of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolutions.
2. 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.
3. The Company had also provided e-voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.
4. The voting period for remote e-voting commenced on Friday, 14th September, 2018 at 9.00 a.m. IST and ended on Sunday, 16th September, 2018 at 5.00 p.m. IST and NSDL e-voting platform was closed thereafter.
5. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Ms. Komal Sharma and Ms. Payal Chothani, 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

KS

Payal Chothani

PChothani



6. 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.
7. 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- To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.

- (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
288	73707768	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 2: To confirm the payment of Interim Dividend of Rs. 8.00 per equity share, already paid and to declare the final dividend of Rs. 11.00 per equity shares for the financial year ended on March 31, 2018

- (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
288	73707753	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	55	0.0001

(iii) Invalid Votes:

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

Resolution 3- To appoint a Director in place of Mr. VirendraNathDatt(DIN: 07823778), who retires by rotation and being eligible,offers himself for re-appointment

(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
264	70759924	97.3546

(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
19	1922734	2.6454

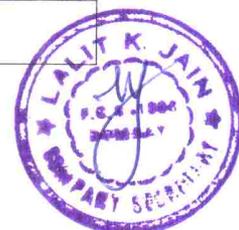
(iii) Invalid Votes:

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

Resolution 4 – Ratification of Appointment of Auditors

(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
280	73707558	99.9998



(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
7	170	0.0002

(iii) Invalid Votes:

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

Special Business

Resolution 5 – Ratification of Cost Auditor’s remuneration

(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
283	73707603	99.9998

(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
5	145	0.0002

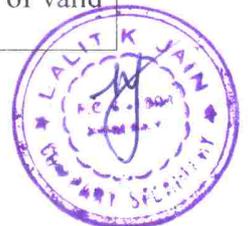
(iii) Invalid Votes:

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

Resolution 6– Confirmation of re-appointment of Mr. Rajeev Kumar Mathur(DIN:03308185) as Managing Director and approval of terms and conditions

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting	Number of votes cast by them	% of total number of valid votes cast
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electronically		
282	73707017	99.9997

(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
4	241	0.0003

(iii) Invalid Votes:

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

Resolution 7– Appointment of Mr. Goutam Ghosh (DIN: 07529446) 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
273	72199659	97.9540

(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
15	1508089	2.0460

(iii) Invalid Votes:

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

Resolution 8 – Re-appointment of Mr. Raj Kishore Tewari(DIN:07056080) 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
274	72468949	99.7061

(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
7	213639	0.2939

(iii) Invalid Votes:

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

Resolution 9 – Appointment of Mr. Premesh Kumar Jain (DIN: 02145534) 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
276	72468989	99.7061

(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
6	213634	0.2939

(iii) Invalid Votes:

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

Resolution 10 – Appointment of Mr. SanjibDatta(DIN: 07008785) as 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
274	72766303	98.7228

(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
12	941390	1.2772

(iii) Invalid Votes:

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

Resolution 11 – Appointment of Mr. SanjibDatta(DIN: 07008785)as Managing Director

(i) Voted in favour of the resolution:

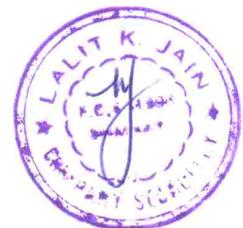
Number of Members (including Proxies) voting electronically	Number of votes cast by them	% of total number of valid votes cast
273	72212544	97.9716

(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	1495119	2.0284

(iii) Invalid Votes:

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



Resolution 12 – Enhancement in aggregate Foreign Investment limit for Investment by FII/FPI put together from 24% to 40% of the paid-up equity share capital of the Company

(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
285	73707692	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
4	91	0.0001

(iii) Invalid Votes:

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

Resolution 13 – 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
275	31338233	99.9987

(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
9	402	0.0013

(iii) Invalid Votes:

Number of Members	Total number of votes



(including Proxies) voting electronically	cast by them
1	32102750

Resolution 14 – Appointment of Mr. Satish Gavai(DIN:01559484)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
271	72454978	99.6868

(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
11	227645	0.3132

(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: 17-09-2018



I Accept

For Mahanagar Gas Limited

Alok 19-09-18
(Alok Mishra)
Company Secretary and Compliance Officer