



**MAHANAGAR
GAS**

MAHANAGAR GAS LIMITED

Ref: MGL/CS/SE/2021/410

Date: September 29, 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 – 400 051 Script Symbol: <u>MGL</u>
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Dear Sir /Madam,

Sub: Scrutinizer's Report of 26th Annual General Meeting ("AGM") of the members of Mahanagar Gas Limited ("the Company") held on September 28, 2021

We submit herewith the Report of the Scrutinizer for the 26th Annual General Meeting of the Company held on September 28, 2021.

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

For Mahanagar Gas Limited

Atul Prabhu
Atul Prabhu

Company Secretary & Compliance Officer



Encl: As above



Regd. Office: MGL House, Block G-33, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051

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An ISO 9001, 14001 & OHSAS 18001 Certified Company

UPENDRA SHUKLA
B. Com., F C. S
Company Secretary

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Nandapatkar Road,
Vile Parle East, Mumbai - 400 057
Resi : 2611 8257
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E-mail : ucshukla@rediffmail.com

Shri Manoj Jain
Chairman,
Mahanagar Gas Limited,
MGL House, Block No.G-33,
Bandra-Kurla Complex. Bandra (E),
Mumbai-400 051

Dear Sir,

Sub: Combined Report on Remote e-voting and e-voting conducted at the 26th Annual General Meeting of Mahanagar Gas Limited, held at 11.00 a.m.(IST) on Tuesday, the 28th September, 2021 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

- 1) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the remote e-voting process and also e-voting by Members at the 26th Annual General Meeting ('AGM') of Mahanagar Gas Limited (hereinafter referred to as 'the Company'), held through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM') on Tuesday, the 28th September, 2021 at 11.00 a.m.(IST)
- 2) Pursuant to the Circulars Nos. 14/2020, 17/2020, 20/2020, 33/2020, 39/2020 and 2/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020 and 13th January, 2021 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) read with circular dated 12th May, 2020 and 15th January, 2021 issued by the Securities and Exchange Board of India (SEBI), the notice dated 28th July, 2021 as confirmed by the Company, was sent to the Members in respect of below mentioned resolutions through electronic mode to those, whose e-mail addresses are registered with the Company/ Depositories.
- 3) As per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as also in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting and e-voting at the AGM to the Members to cast their votes electronically on all the resolutions proposed in the Notice of the 26th AGM.
- 4) The Company had appointed National Securities Depository Limited ('NSDL') as Service Provider, who provided the facilities for conducting the Remote e-voting, for participation by the Members in the AGM through VC/OAVM and e-voting during the said AGM.
- 5) My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system provided by the NSDL. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM.

Based on the reports generated from the e-voting system provided by the NSDL, I submit my report on e-voting as under:

- a) The Remote e-voting period commenced from Friday, 24th September, 2021 at 9.00 a.m. (IST) and ended on Monday, 27th September, 2021 at 5.00 p.m. (IST).

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- b) The Company had also provided e-voting facility to the Members, who had participated in the AGM through VC/ OAVM and who had not casted their votes on Remote e-voting.
- c) The Members of the Company as on the 'cut-off' date i.e. 20th September, 2021 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 13 of the Notice convening the 26th AGM of the Company.
- d) On completion of e-voting during the AGM, I unblocked the results of the remote e-voting and e-voting by the Shareholders at the AGM, on the NSDL e-voting system/ platform and after downloading the results, counted the votes.
- e) Since the entire process of voting was either by remote e-voting or e-voting at AGM, in cases where certified, copies of resolution/ letters of authority, etc. are not received, it is assumed that the concerned authorities have voted. In absence of voting by ballots, the general guideline no. 1) as stated in the notice dated 28th July 2021, convening the 26th AGM, is not considered.
- f) All the 932 remote-e-voting/e-voting at the AGM responses are valid.
- g) I now, submit my combined report as under on the results of the remote e-voting and e-voting at the AGM in respect of the each of the resolutions as set out in the Notice dated 28th July, 2021 convening the AGM:

Resolution No. 1: Ordinary Resolution: To 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.

	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

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

Resolution 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.

	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

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

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Resolution 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.

	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

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

Resolution No. 4: Special Resolution: To alter the Articles of Association 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	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

Since combined number of votes cast in favour of the resolution is more than three times the votes cast against the resolution, the said special resolution may be declared passed. Result may be declared accordingly.

Resolution No. 5: Ordinary Resolution: To ratify the Cost Auditors' remuneration.

	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

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

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Resolution No. 6: Ordinary Resolution: To approve Material Related Party Transactions.

	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

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

Resolution No. 7: Special Resolution: To re-appoint Mr. Syed S. Hussain (DIN:00209117) as an Independent Director.

	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

Since combined number of votes cast in favour of the resolution is more than three times the votes cast against the resolution, the said special resolution may be declared passed. Result may be declared accordingly.

Resolution No. 8: Ordinary Resolution: To appoint Mr. Sanjay Shende (DIN:09172642) as a 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	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

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

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Resolution No. 9: Ordinary Resolution: To appoint Mr. Baldev Singh (DIN:03577274) as Non-Executive 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	708	56274709	67.70	198	26844411	32.30	20	585913
E-voting at AGM	6	1051	100.00	0	0		0	0
Combined	714	56275760	67.70	198	26844411	32.30	20	585913

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

Resolution No. 10: Ordinary Resolution: To pay Commission to Independent Directors.

	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

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

Resolution No. 11: Ordinary Resolution: To appoint Ms. Malvika Sinha (DIN:08373142), as an Independent Director.

	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

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

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Resolution No. 12: Ordinary Resolution: To appoint Mr. Rajeev Bhaskar Sahi (DIN:06662067), as an Independent Director.

	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

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

Resolution No. 13: Ordinary Resolution: To appoint Mr. Venkatraman Srinivasan (DIN: 00246012), as an Independent Director.


	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

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the proposed resolution stands passed. Result may be declared accordingly.

Thanking you,

UDIN: F002727C001028721
Date: 28th September, 2021
Place: Mumbai

Yours faithfully,
Upendra
Chandrashankar
Shukla
(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654


(MANOJ JAINI)
CHAIRMAN