



# MAHANAGAR GAS LIMITED

Ref: MGL/CS/SE/2023/457

Date: January 30, 2023

To,

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

**Sub: Submission of Voting Results for Postal Ballot and Scrutinizer Report pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

This is in continuation to our letter dated 28<sup>th</sup> December 2022 regarding submission of Postal Ballot Notice seeking approval of Shareholders of the company by way of Ordinary Resolutions for:

- 1. Appointment of Mr. Ashu Shinghal (DIN: 08268176), Nominee of GAIL (India) Limited (“GAIL”) as an Executive Director, designated as Managing Director of the Company.**
- 2. Appointment of Dr. Harshadeep Shriram Kamble (DIN: 07183938), Nominee of Government of Maharashtra as a Non-Executive Non-Independent Director of the Company.**

The above resolution was placed through Postal Ballot and was passed with requisite Majority and deemed to be passed on the last day of e- voting period i.e. 29<sup>th</sup> January 2023. In this regard, please find enclosed herewith:

1. Details of voting results of the Postal Ballot conducted through electronic means in the prescribed format pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer's Report dated 30<sup>th</sup> January 2023.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website at <https://www.mahanagargas.com/> and on the website of National Securities Depository Limited (“NSDL”) at <https://www.evoting.nsdl.com/>

Request you to kindly take the same on record.

For Mahanagar Gas Limited

**Atul Prabhu**  
**Company Secretary & Compliance Officer**

Encl.: As above



# MAHANAGAR GAS LIMITED

## Details of Voting Results of Postal Ballot

[Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

Sr. No.	Particulars	Details
1.	Date of the Annual General Meeting/ Extraordinary General Meeting	Not Applicable (Resolution passed through Postal Ballot)
2.	Total number of shareholders on Cut-off date	1,85,834
3.	No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
	Promoters and Promoter Group:	
	Public:	
4.	No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
	Promoters and Promoter Group:	
	Public:	

**Mahanagar Gas Limited**

<b>Resolution Required : (Ordinary)</b>			<b>1 - Appointment of Mr. Ashu Shinghal (DIN: 08268176), Nominee of GAIL (India) Limited (“GAIL”) as an Executive Director, designated as Managing Director of the Company</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E-Voting	32102750	32102750	100.0000	32102750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32102750</b>	<b>100.0000</b>	<b>32102750</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	54717127	50672091	92.6074	44096553	6575538	87.0234	12.9766
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>50672091</b>	<b>92.6074</b>	<b>44096553</b>	<b>6575538</b>	<b>87.0234</b>	<b>12.9766</b>
Public Non Institutions	E-Voting	11957901	186844	1.5625	178911	7933	95.7542	4.2458
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>186844</b>	<b>1.5625</b>	<b>178911</b>	<b>7933</b>	<b>95.7542</b>	<b>4.2458</b>
<b>Total</b>		<b>98777778</b>	<b>82961685</b>	<b>83.9882</b>	<b>76378214</b>	<b>6583471</b>	<b>92.0644</b>	<b>7.9356</b>

**Mahanagar Gas Limited**

<b>Resolution Required : (Ordinary)</b>			<b>2 - Appointment of Dr. Harshadeep Shriram Kamble (DIN: 07183938), Nominee of Government of Maharashtra as a Non-Executive Non-Independent Director</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	32102750	32102750	100.0000	32102750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>32102750</b>	<b>100.0000</b>	<b>32102750</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	54717127	50672091	92.6074	50153692	518399	98.9770	1.0230
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>50672091</b>	<b>92.6074</b>	<b>50153692</b>	<b>518399</b>	<b>98.9770</b>	<b>1.0230</b>
Public Non Institutions	E-Voting	11957901	186556	1.5601	178417	8139	95.6372	4.3628
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>186556</b>	<b>1.5601</b>	<b>178417</b>	<b>8139</b>	<b>95.6372</b>	<b>4.3628</b>
<b>Total</b>		<b>98777778</b>	<b>82961397</b>	<b>83.9879</b>	<b>82434859</b>	<b>526538</b>	<b>99.3653</b>	<b>0.6347</b>

## REPORT OF SCRUTINIZER FOR E-VOTING ON POSTAL BALLOT

To  
**The Chairman**  
**Mahanagar Gas Limited.**  
**CIN L40200MH1995PLC088133**  
MGL House, Block G-33,  
Bandra - Kurla Complex,  
Bandra (East), Mumbai - 400 051

**Sub: Scrutinizer's Report on voting through E-voting for Postal Ballot in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.**

Dear Sir,

I, Prashant Sharma (ACS 21775) of M/s Prashant Sharma & Associates, Practicing Company Secretaries, had been appointed by the Board of Directors of **Mahanagar Gas Limited** pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to act as a Scrutinizer for vote casted through electronic means for the Postal ballot process and the votes cast in respect of the Resolution set out in the Postal Ballot Notice dated 19<sup>th</sup> December, 2022 ("Notice").

Pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Postal Ballot Rules") read with the General Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular no.20/2021 dated 8<sup>th</sup> December, 2021 and General Circular no.3/2022 dated 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

The Company had sent the Notice along with the Explanatory Statement (including instructions for e-voting), to all the Members, whose names appeared in the Register of Members or list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose email IDs were registered with the Company/ Depositories as on Friday, 23<sup>rd</sup> December 2022 (Cut-off date).

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 to the Members to cast their votes electronically on the resolution proposed in the Notice.

The Company had appointed National Securities Depository Limited (“NSDL”) as Service Provider, who provided the facilities for conducting the Remote e-voting.

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 resolution 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 made thereunder relating to passing of Resolution by means of Postal Ballot by voting through electronic means (“Remote E-voting”).

Members were required to communicate their assent or dissent on the resolution proposed through Postal Ballot by remote e-voting process (“Remote E-voting”) only, in terms of the said MCA Circulars.

The remote e-voting period commenced on Saturday, December 31, 2022 at 9:00 a.m. (IST) and ended on Sunday, January 29, 2023 at 5:00 p.m. (IST) for voting through electronic mode.

The e-voting were blocked at 5:00 p.m. (IST) on Sunday, January 29, 2023 and the e-voting summary statement was downloaded from e-voting website of NSDL.

All the 2246 Remote e-voting responses are valid.

I now, submit my report as under on the results of the Remote e-voting in respect of the resolution as set out in the Postal Ballot Notice dated 19<sup>th</sup> December, 2022.

Thanking you,  
Yours faithfully,

Prashant Kishore Sharma

Digitally signed by Prashant Kishore Sharma  
DN: cn=Prashant Kishore Sharma  
2.5.4.20=18481764115a3bca3e1000184054a27aa20223e74471  
2.5.4.42=18481764115a3bca3e1000184054a27aa20223e74471  
emailAddress=22121511428713000184054a27aa20223e74471  
1675457215688111904, cn=Prashant Kishore Sharma  
Date: 2023.01.30 11:57:15 +05'30'

**Prashant Sharma**  
**Prashant Sharma & Associates**  
Practising Company Secretaries  
**ACS: 21775 CP No.: 7902**

Place: Mumbai  
Dated: 30/01/2023

UDIN No. **A021775D003073362**

**Item No. 1:** Appointment of Mr. Ashu Shinghal (DIN: 08268176), Nominee of GAIL (India) Limited (“GAIL”) as an Executive Director, designated as Managing Director of the Company.

	Total Votes	IN FAVOUR OF THE RESOLUTION			AGAINST THE RESOLUTION		
		No of Responses Received	No of Votes Cast	% of Votes Cast	No of Responses Received	No of Votes Cast	% of Votes Cast
Remote Voting	82961685	1009	<b>76378214</b>	<b>92.06</b>	117	<b>6583471</b>	<b>7.94</b>

Since the number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

**Item No. 2:** Appointment of Dr. Harshadeep Shiram Kamble (DIN: 07183938), Nominee of Government of Maharashtra as a Non-Executive Non-Independent Director.

	Total Votes	IN FAVOUR OF THE RESOLUTION			AGAINST THE RESOLUTION		
		No of Responses Received	No of Votes Cast	% of Votes Cast	No of Responses Received	No of Votes Cast	% of Votes Cast
Remote Voting	82961397	1040	<b>82434859</b>	<b>99.36</b>	80	<b>526538</b>	<b>0.64</b>

Since the number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Thanking you,  
Yours faithfully,  
Prashant  
Kishore  
Sharma

Digitally signed by Prashant Kishore  
DN: cn=Prashant Kishore Sharma,  
2.5.4.20=888876e136a3b6c83e10691644  
D2aae25ad20cf23e74847324197498c52d  
07a, postalCode=400037,  
serialNumber=22345b743d7f536c0ffcf  
a27840419e326246c0a0d746572a3568  
8c11504, cn=Prashant Kishore Sharma  
Date: 2023.01.30 17:17:44 +05'30'

**Prashant Sharma**  
**Prashant Sharma & Associates**  
Practising Company Secretaries  
**ACS: 21775 CP No.: 7902**

Place: Mumbai  
Dated: 30/01/2023

UDIN No. **A021775D003073362**

Counter Sign by the Company

## SPECIAL BUSINESS

### ORDINARY RESOLUTION:

#### RESOLUTION NO. 1:

Appointment of Mr. Ashu Shinghal (DIN: 08268176), Nominee of GAIL (India) Limited (“GAIL”) as an Executive Director, designated as Managing Director of the Company.

**“RESOLVED THAT** pursuant to provisions of Sections 152, 160, 161, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Articles of Associations of the Company and based on the recommendations of the Nomination and Remuneration Committee of the Board and the Board of Directors and subject to such other consents and permission. as may be necessary, Mr. Ashu Shinghal (DIN: 08268176), nominee of GAIL (India) Limited (“GAIL”), who was appointed as an Additional Director by the Board of Directors with effect from close of business hours of 23rd December 2022 and in respect of whom the Company has received a Notice from a Member in writing proposing his candidature for the office of Director in terms of the provisions of the Act, be and is hereby appointed as an Executive Director designated as Managing Director of the Company, not liable to retire by rotation, until further orders from GAIL but not exceeding a consecutive period of five years from the date of appointment, on the terms and conditions set out in the Explanatory Statement annexed to the Postal Ballot Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) and such modifications, variations, as may be approved by the Board of Directors and acceptable to the appointee, during the tenure of his appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, desirable, or expedient to give effect to this resolution.”



SPECIAL BUSINESS

ORDINARY RESOLUTION:

RESOLUTION NO. 2:

Appointment of Dr. Harshadeep Shiram Kamble (DIN: 07183938), Nominee of Government of Maharashtra as a Non-Executive Non-Independent Director.

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including and statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee of the Board and the Board of Directors, Dr. Harshadeep Shiram Kamble (DIN: 07183938), Nominee of Government of Maharashtra who was appointed as an Additional Director (Non-Executive) of the Company, by the Board of Directors with effect from 11th November 2022 and in respect of whom the Company has received a notice from a member in writing proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director NonIndependent Director of the Company, liable to retire by rotation, until further orders from the Government of Maharashtra;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”