

Ref: MGL/CS/SE/2019/285

Date: September 10, 2019

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 24th Annual General Meeting (“AGM”) of the members of Mahanagar Gas Limited (“the Company”) held on September 09, 2019.

With reference to the captioned subject, the Report of the Scrutinizer dated September 09, 2019, 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.

For Mahanagar Gas Limited


Anand Upadhyay
Company Secretary and Compliance Officer



Encl: As above



LALIT K. JAIN
Bcom, LLB, FCS

COMPANY SECRETARIES
2102, P.J. Tower, D. Street,
Mumbai- 400 001.
Tel: 4004 0227.

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

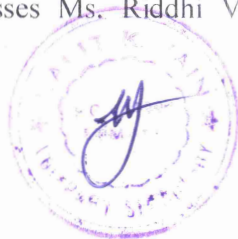
To,
The Chairman,
MAHANAGAR GAS LIMITED
MGL House, Block G-33,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.

The 24th (Twenty Fourth) Annual General Meeting of the Equity Shareholders of Mahanagar Gas Limited held on Monday 09th September, 2019 at 11.00 a.m. at “Randsharda Auditorium”, Krishna Chandra Marg, Near Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai-400050.

Dear Sir,

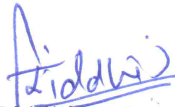
I, **CS Lalit K Jain** was appointed as a Scrutinizer by the Board of Directors of Mahanagar Gas Limited pursuant to Section 108 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the e-Voting at Annual General Meeting (Instapoll-e-voting) for the resolutions contained in the Notice of 24th 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, 06th September, 2019 at 9.00 a.m. IST and ended on Sunday, 08th September, 2019 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. Riddhi Vadodaria 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.

Signature of Witnesses :


Riddhi Vadodaria


Payal Chothani

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, 2019, together with 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
408	75063881	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	10	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. 9.50 per equity share, already paid and to declare the final dividend of Rs. 10.50 per equity share for the financial year ended on March 31, 2019.



(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
419	75241719	100.0000

(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	5	0.0000

(iii) Invalid Votes:

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

Special Business

Resolution 3- Retiring Director position not to fill - Mr. Satish Gavai.

(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
413	75241488	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
7	236	0.0003

(iii) Invalid Votes:

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



0	0
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Resolution 4 – Ratification of Cost Auditors’ 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
415	75241613	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	76	0.0001

(iii) Invalid Votes:

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

Resolution 5 – 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
416	75241614	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	80	0.0001



(iii) Invalid Votes:

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

Resolution 6 – To appoint Dr. Ashutosh Karnatak (DIN: 03267102) 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
401	73379281	97.5248

(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
18	1862397	2.4752

(iii) Invalid Votes:

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

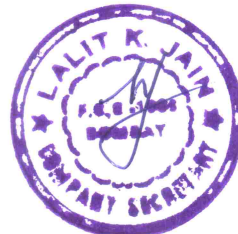
Resolution 7 – To appoint Mr. Deepak Sawant (DIN: 07339381) as Director.

(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
399	74622688	99.1773

(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
21	619006	0.8227



(iii) Invalid Votes:

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

Resolution 8 – To appoint Mr. Deepak Sawant (DIN: 07339381) as Whole Time Director designated as Deputy 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
397	74184213	98.5946

(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
22	1057446	1.4054

(iii) Invalid Votes:

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

Resolution 9 – To appoint Mr. Trivikram Arun Ramanathan (DIN: 08035390) as Director.

Resolution withdrawn

Thanking you,

Yours faithfully,

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



Place: Mumbai
Date: 09-09-2019.

I accept

For Mahanagar Gas Limited

Anand S
(Anand Upadhyay)

Company Secretary and Compliance Officer

10/09/19