



MAHANAGAR GAS LIMITED

Ref: MGL/CS/SE/2022/448

Date: November 22, 2022

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: 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 October 19, 2022 regarding submission of Postal Ballot Notice seeking approval of Shareholders of the company by way of Ordinary Resolution for:

Appointment of Mr. Mahesh Vishwanathan Iyer (DIN: 08198178), Nominee of GAIL (India) Limited (“GAIL”), as the Non-Executive, Non-Independent Director, designated as Chairman 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. 20th November, 2022. 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 22nd November 2022.

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 Central Depository Services (India) Ltd (CDSL) <https://www.evotingindia.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	205507
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

Resolution Required : (Ordinary)			1 - Special Business (Ordinary Resolution) - Appointment of Mr. Mahesh Vishwanathan Iyer (DIN: 08198178), Nominee of GAIL (India) Limited ('GAIL'), as the Non-Executive, Non-Independent Director, designated as Chairman of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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
	Total		32102750	100.0000	32102750	0	100.0000	0.0000
Public Institutions	E-Voting	53401599	48411975	90.6564	47241462	1170513	97.5822	2.4178
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		48411975	90.6564	47241462	1170513	97.5822	2.4178
Public Non Institutions	E-Voting	13273429	50091	0.3774	48392	1699	96.6082	3.3918
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		50091	0.3774	48392	1699	96.6082	3.3918
Total		98777778	80564816	81.5617	79392604	1172212	98.5450	1.4550

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, Practising 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 October 13, 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 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23rd June, 2021, General Circular no.20/2021 dated 8th December, 2021 and General Circular no.3/2022 dated 5th 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, 14th October 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.

Prashant
Kishore
Sharma

Digitally signed by Prashant Kishore Sharma
DN: cn=Prashant Kishore Sharma, o=Prashant Kishore Sharma, email=prashant.kishore.sharma@gmail.com, c=IN
Date: 2022.11.22 15:53:08 +05'30'

PRASHANT SHARMA & ASSOCIATES

PRACTISING COMPANY SECRETARY
B.COM ACS LLB PGDFM

Office Address: - 3rd Floor,
214 Empire House,
Dr. D.N Road, Fort, Mumbai 400001.
Email id prascs@gmail.com ,
Tel No +91 9819 398 893

The Company had appointed Central Depository Services (India) Limited ('CDSL') 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 CDSL.

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, October 22, 2022 at 9:00 a.m. (IST) and ended on Sunday, November 20, 2022 at 5:00 p.m. (IST) for voting through electronic mode.

The e-voting were blocked at 5:00 p.m. (IST) on Sunday, November 20, 2022 and the e-voting summary statement was downloaded from e-voting website of CDSL.

All the 785 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 October 13, 2022.

Thanking you,

Yours faithfully,

Prashant
Kishore
Sharma

Digital signed by Prashant Kishore Sharma
DN: cn=Prashant,
2.5.4.20=808270c150a36c3100104c,
Email=prashant@prashantkishore.com,
c=IN, postalCode=400017,
o=Prashant Kishore Sharma,
serialNumber=422454c103c738c3030f,
2.5.4.42=Prashant Kishore Sharma,
ou=Prashant Kishore Sharma,
date=2022.11.22.15:35:15+05'30'

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

Place: Mumbai
Dated: 22/11/2022

UDIN No. A021775D001997232

PRASHANT SHARMA & ASSOCIATES

PRACTISING COMPANY SECRETARY
B.COM ACS LLB PGDFM

Office Address: - 3rd Floor,
214 Empire House,
Dr. D.N Road, Fort, Mumbai 400001.
Email id prascs@gmail.com ,
Tel No +91 9819 398 893

Item No. 1: Appointment Mr. Mahesh Vishwanathan Iyer (DIN: 08198178), Nominee of GAIL (India) Limited ("GAIL"), as the Non-Executive, Non-Independent Director, designated as Chairman 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 E Voting	80564816	713	79392604	98.55	72	1172212	1.45

Since combined 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
Kishore Sharma

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

Place: Mumbai
Dated: 22/11/2022

UDIN No. A021775D001997232



Counter Sign by the Company

SPECIAL BUSINESS

ORDINARY RESOLUTION:

RESOLUTION NO. 1:

Appointment of Mr. Mahesh Vishwanathan Iyer (DIN: 08198178), Nominee of GAIL (India) Limited (“GAIL”), as the Non-Executive, Non-Independent Director, designated as Chairman of the Company

“RESOLVED THAT pursuant to Section 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in compliance with Regulation 17(1C) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and the Board of Directors, Mr. Mahesh Vishwanathan Iyer (DIN: 08198178), nominee of GAIL (India) Limited (“GAIL”), who was appointed as an Additional Director by the Board w.e.f. 1st September 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 a Non-Executive, Non-Independent Director, designated as Chairman of the Company, liable to retire by rotation, until further orders from GAIL;

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.”

Prashant
Kishore
Sharma

Digitally signed by Prashant
Kishore Sharma
DN: cn=Personal,
c=IN, o=Prashant,
ou=Prashant, email=prashant.kishore@prashant.com,
serialNumber=a22345b743d
7535c6ffca2b040419a429d
24fe50ad74a522a35688c11
504, cn=Prashant Kishore
Sharma
Date: 2022.11.22 15:54:44
+05'30'