



**MAHANAGAR
GAS**

MAHANAGAR GAS LIMITED

Ref: MGL/CS/SE/2016/18

Date: September 28, 2016

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 Report of 21st Annual General Meeting (“AGM”) of Mahanagar Gas Limited (“the Company”) held on September 26, 2016

This is in reference to the captioned subject, Report of the Scrutinizer dated September 26, 2016, pursuant to section 108 of the companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 and in compliance with SEBI (LODR) Regulations, 2015 is attached herewith as **Annexure – I**.

The Voting Results along with the Scrutinizer’s Report dated September 26, 2016 is made available on the Company’s website at www.mahanagargas.com

This is for your information and records.

Yours Sincerely,
For Mahanagar Gas Limited


Alok Mishra
Company Secretary and Compliance Officer



Encl: As above

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20& 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Mahanagar Gas Limited


21st Annual General Meeting of the Equity Shareholders of Mahanagar Gas Limited held on 26th September, 2016 at 10.30am at IES Manik Sabhagriha Auditorium, Vishwakarma M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (W), Mumbai-400050.


Dear Sir,

I, Lalit K Jain, Practising Company Secretary, appointed as Scrutinizer to conduct remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolution(s) passed at the 21st Annual General Meeting of the Equity Shareholders of Mahanagar Gas Limited held on 26th September, 2016 at 10.30 at IES Manik Sabhagriha Auditorium, Vishwakarma M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (W), Mumbai-400050, submit our report as under:

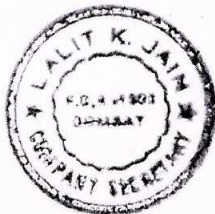
1. The Company has availed e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company.
2. The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not casted their vote earlier through remote e-voting facility.
3. The voting period for remote e-voting commenced on Friday, 23rd September, 2016 at 9.00 a.m IST and ended on Sunday, 25th September, 2016 at 5.00 p.m IST and NSDL e-voting platform was blocked thereafter.
4. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Bijal Jain and Gayatri Pandey, who were 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 Witnesses:


Bijal Jain


Gayatri Pandey

5. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.
6. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling was locked in my presence with due identification marks placed by me.



7. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The result of the remote e-voting and voting at the meeting in respect of the said resolutions is as under:

Ordinary Business

Resolution 1- Adoption of Annual Accounts

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
326	84966941	100 (Rounded off)

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
2	15	0.00

(iii) Invalid Votes:

Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
1	80

Resolution 2: To declare dividend on Equity Shares

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
325	84993283	99.9999

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
3	50	0.0001

(i) Invalid Votes:

Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
3	3115

Resolution 3- Appointment of Director- Dr. Ashutosh Karnatak

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
312	84101817	98.9487

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
13	893525	1.0513



(i) Invalid Votes:

Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
1	80

Resolution 4 – Appointment of Statutory Auditor

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
319	84342869	99.2428

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
9	643539	0.7572

(i) Invalid Votes:

Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
3	10085

Special Business

Resolution 5 – Adoption of new set of Articles of Association of the Company

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
315	84540994	99.4654



(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
11	454427	0.5346

(i) Invalid Votes:

Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
2	115

Resolution 6 – Remuneration of the Cost Auditor

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
315	84995856	99.9996

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
11	348	0.0004

(i) Invalid Votes:

Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
1	80

Resolution 7 – Re-appointment of Mr. Santosh Kumar as an Independent Director

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
305	84097455	99.2401

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
20	643911	0.7599

(i) Invalid Votes:

Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
1	80

Resolution 8 – Re-appointment of Mr. Arun Balakrishnan as an Independent Director

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
309	84740780	99.9994

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
13	476	0.0006



(i) Invalid Votes:

Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
1	80

Resolution 9 – Appointment of Mr. Akhil Mehrotra as Director

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
309	83848152	98.9457

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
11	893429	1.0543

(i) Invalid Votes:

Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
1	80

Resolution 10 – Payment of commission to the Non-Executive Independent Directors

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
286	84740110	99.9987



(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
33	1123	0.0013

(i) Invalid Votes:

Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
1	80

Resolution 11 – To Approve Material Related Party Transactions

(i) Voted in favour of the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
318	20789710	99.9983

(ii) Voted against the resolution:

Number of Members (including Proxies) voting electronically or through physical Ballot	Number of votes cast by them	% of total number of valid votes cast
12	356	0.0017

(i) Invalid Votes:

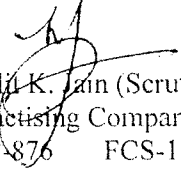
Number of Members (including Proxies) voting electronically or through physical Ballot	Total number of votes cast by them
1	80



10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those votes were declared invalid for each resolution is enclosed.
11. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

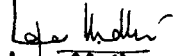
Thanking you.

Yours faithfully,


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



For MAHANAGAR GAS LTD.


Rajeev Mathur
Managing Director

(Chairman for 21st AUM)

402, Lalita House,
V.S Agashe Road,
Dadar (W).
Mumbai-400028.

Place: Mumbai
Date: 26/09/2016