



MAHANAGAR GAS LIMITED

(GAIL, Govt. of Maharashtra & BGAPH Enterprise)

Ref: MGL/CS/SE/2018/212

Date: November 26, 2018

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 - 400051 Script Symbol: MGL
---	--

Sub: Voting Results of Postal Ballot (including voting by electronic means) as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and submission of Scrutinizer's Report.

Dear Sir/Madam,

This has further reference to our letters dated October 25, 2018 and October 26, 2018, intimating the details of Postal Ballot seeking approval of the members of the Company for the item of business as set out in the notice of Postal Ballot dated October 23, 2018.

In this regard, Mr. Lalit K. Jain, Practicing Company Secretary (Membership No. FCS 1903) who was appointed as the Scrutinizer for conducting the Postal Ballot process has submitted his report dated November 26, 2018 on the voting through Postal Ballot which includes e-voting, to the Chairman of the Company. In accordance with the said report, the result of Postal Ballot (which includes voting through electronic means i.e. E-Voting) was declared by the Managing Director, authorised by the Chairman of the Company, today i.e. November 26, 2018.

Accordingly, the Special Resolution as set out in the notice of Postal Ballot has been passed on Saturday, November 24, 2018 i.e. the last date of receipt of Postal Ballot forms and e-voting, by the members of the Company with requisite majority.





**MAHANAGAR
GAS**

CONTINUATION SHEET

Further, in compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of Voting Results is enclosed herewith as **Annexure-I**. The report submitted by the Scrutinizer is also attached herewith as **Annexure-II**.

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

Thanking you,

Yours faithfully,
For Mahanagar Gas Limited


Alok Mishra

Company Secretary and Compliance Officer



Encl: As above



MAHANAGAR
GAS

CONTINUATION SHEET

Annexure-I

DETAILS OF VOTING RESULTS

Sr. No.	Particulars	Details
1.	Date of Postal Ballot Notice	October 23, 2018
2.	<u>Voting period:</u> Start Date End Date	October 26, 2018 November 24, 2018
3.	Total number of shareholders on Cut-off date	1,34,288
4.	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
5.	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable



Mahanagar Gas Limited

Resolution Required : (Special)			Adoption of new set of Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	41980530	41980530	100.0000	41980530	0	100.0000	0.00
	Poll		0	0.0000	0	0	0.0000	0.00
	Postal Ballot		0	0.0000	0	0	0.0000	0.00
	Total		41980530	100.0000	41980530	0	100.0000	0.00
Public Institutions	E-Voting	43518430	33589439	77.1844	32075049	1514390	95.4915	4.5085
	Poll		0	0.0000	0	0	0.0000	0.00
	Postal Ballot		0	0.0000	0	0	0.0000	0.00
	Total		33589439	77.1844	32075049	1514390	95.4915	4.5085
Public Non Institutions	E-Voting	13278818	52709	0.3969	51858	851	98.3855	1.6145
	Poll		0	0.0000	0	0	0.0000	0.00
	Postal Ballot		35	0.0003	35	0	100.0000	0.00
	Total		52744	0.3972	51893	851	98.3865	1.6135
Total		98777778	75622713	76.5584	74107472	1515241	97.9963	2.0037



LALIT K. JAIN

Bcom, LLB, FCS

COMPANY SECRETARIES2102, P J Tower ,
D. Street, Mumbai-01
Tel:40040227**SCRUTINIZER'S REPORT**

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the
Companies (Management and Administration) Rules, 2014)

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

Dear Sir,

I, CS Lalit K. Jain, Practicing Company Secretary (Membership No. FCS 1903), having my office at 2102, P J Tower, Dalal Street, Mumbai – 400 001, have been appointed as the Scrutinizer by the Company on October 23, 2018 to scrutinize the voting by the shareholders through the Postal Ballot (including voting by electronic means i.e. E-Voting) in respect of Special Resolution for adoption of new set of Articles of Association of the Company, as stated in the Notice of Postal Ballot dated October 23, 2018, issued under Section 110 of the Companies Act, 2013 (the "Act") read with Companies (Management and Administration), Rules, 2014, as amended from time to time.

The compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot on the resolution proposed in the Notice of Postal Ballot, is the responsibility of the Management. My responsibility as a Scrutinizer is to submit Scrutinizer's Report of the total votes cast in favor or against the resolution.

In this regard, I submit my report as under:

1. The Notice of Postal Ballot along with statement setting out material facts under Section 102 of the Act were sent / dispatched to the shareholders whose name appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. October 23, 2018.



2. The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the shareholders of the Company. The voting period for remote e-voting commenced on Friday, October 26, 2018 at 09:00 a.m. (IST) and ended on Saturday, November 24, 2018 at 05:00 p.m. (IST) and the NSDL e-voting platform was closed thereafter.
3. The Postal Ballot Forms were kept under safe custody at Link Intime India Pvt. Ltd., the Registrar & Transfer Agent (RTA) of the Company, before commencing the scrutiny of such Postal Ballot Forms. Thereafter, the Postal Ballot forms were scrutinized and signatures of the Members verified with their specimen signatures registered with RTA as provided by the Depositories, with the support of RTA. The votes cast under remote e-voting facility were unblocked and e-voting summary statement was downloaded from e-voting website of NSDL (www.evoting.nsdl.com).
4. Votes cast through physical ballot forms and remote e-voting up to Saturday, November 24, 2018 at 05:00 p.m. (IST) were considered. No envelope containing Postal Ballot Form was received after the 05:00 p.m. (IST) on Saturday, November 24, 2018 up to the date of this report. No Invalid physical ballot papers were found and thereafter the summary results were prepared.
5. My report on the result of e-voting is based on the data downloaded from the NSDL e-voting system and the physical ballot forms received from the shareholders of the Company at RTA. I have maintained a register in which necessary entries have been made regarding voting done by the shareholders on the business transacted through means of Postal Ballot, in accordance with the Companies (Management and Administration) Rules, 2014, as amended from time to time.
6. After the scrutiny of Postal Ballot Forms and taking into account the remote e-voting result, I report that, the Special Resolution as stated in the Notice of Postal Ballot has been passed with requisite majority.



7. The result of voting is as under:

SPECIAL BUSINESS

Special Resolution - To adopt new set of Articles of Association of the Company.

(i) Voted **in favor** of the resolution:

A) E-Voting

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
715	7,41,07,437	98.00

B) Postal Ballot Forms

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
1	35	100.00

C) Total Voting in favor of the resolution

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
716	7,41,07,472	98.00

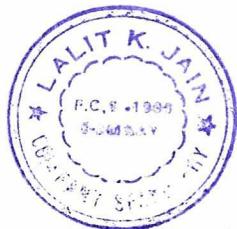
(ii) Voted **against** of the resolution:

A) E-Voting

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
33	15,15,241	2.00

B) Postal Ballot Forms

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
Nil	Nil	Nil



C) Total Voting against the resolution

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
33	15,15,241	2.00

(iii) Invalid votes:

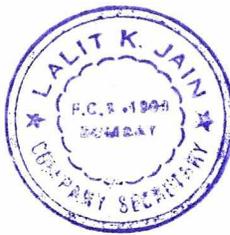
Particulars	Total number of members whose votes were declared invalid	Total number of invalid votes cast (shares)
E-Voting	Nil	Nil
Physical Forms	Nil	Nil
Total	Nil	Nil

8. Register of postal ballot and all other relevant records of voting process given / provided / maintained in electronic mode and the postal ballots (physical) will remain in my custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman / Person authorized by him for keeping in safe custody.

Thanking you,

Yours Sincerely,


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



Date: November 26, 2018

Place: Mumbai

Accepted
For MAHANAGAR GAS LIMITED
Sanjib Datta
26/11
SANJIB DATTA
MANAGING DIRECTOR

Accepted
For MAHANAGAR GAS LIMITED
Sanjib Datta
26/11
SANJIB DATTA
MANAGING DIRECTOR