



**MAHANAGAR
GAS**

Ref: MGL/CS/SE/2018/214

MAHANAGAR GAS LIMITED

(GAIL, Govt. of Maharashtra & BGAPH Enterprise)

Date: November 26, 2018

To,

Head, Listing Compliance Department BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 001 Scrip Code/Symbol: <u>539957; MGL</u>	Head, Listing Compliance Department National Stock Exchange of India Ltd Exchange Plaza, Bandra – Kurla Complex, Bandra (East), Mumbai - 400051 Script Symbol: <u>MGL</u>
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Sub: Minutes of Postal Ballot.

Dear Sir/Madam,

In furtherance to our letter dated November 26, 2018 w.r.t. Voting Results and Scrutinizer's Report on Postal Ballot, we hereby enclose herewith the Minutes of the announcement of results of Postal Ballot (including E-Voting) conducted by the Company.

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

Thanking you,

Yours Sincerely,

For Mahanagar Gas Limited

Alok Mishra

Company Secretary and Compliance Officer



Encl: As above

MINUTES OF ANNOUNCEMENT OF RESULT OF THE POSTAL BALLOT (INCLUDING E-VOTING) HELD ON NOVEMBER 26, 2018 AT 02.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT MGL HOUSE, G-33 BLOCK, BANDRA-KURLA COMPLEX, BANDRA (EAST), MUMBAI – 400 051 FOR THE SPECIAL RESOLUTION AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED OCTOBER 23, 2018.

Present:-

Members of the Board of Directors:

Mr. Sanjib Datta - Managing Director

Mr. Goutam Ghosh - Technical Director

Company Secretary & Compliance Officer

Mr. Alok Mishra

1. Mr. Sanjib Datta, Managing Director of the Company, duly authorised by Chairman to declare the result, welcomed the persons gathered for the purpose of declaration of result of the Postal Ballot and stated that the Board of Directors of the Company through Circular Resolution approved the Amendment in the existing Articles of Association of the Company by adopting new set of Articles of Association.
2. Thereafter, Mr. Alok Mishra, Company Secretary and Compliance Officer of the Company, placed on record the following actions of the Company in compliance with the provisions of the Companies Act, 2013 and rules made thereunder:
 - The Board of Directors has appointed Mr. Lalit K. Jain, Practising Company Secretary (Membership No. FCS 1903) or in his absence Mr. Santosh Singh, Practising Company Secretary (Membership No. ACS 15964) as the Scrutinizer to conduct the Postal Ballot process.
 - The Company has issued Notice of Postal Ballot dated October 23, 2018 to the Members seeking their consent with respect to adoption of new set of Articles of Association of the Company.
 - The Company has offered e-voting facility as an option to the shareholders to cast their votes electronically. The e-voting facility was commenced on Friday, October 26, 2018 at 9.00 a.m. (IST) and ended on Saturday, November 24, 2018 at 5.00 p.m. (IST).

6.

- The cut-off date for reckoning Voting Rights and ascertaining Members to whom the Notice and postal ballot forms sent was Tuesday, October 23, 2018 and the total number of members as on the cut-off date was 1,34,288.
 - Notice of Postal Ballot and e-voting user ID's & passwords were sent through electronic means to the shareholders who had registered their e-mail ID's with the Depositories or Registrar and Share Transfer Agent of the Company and Notice of Postal Ballot, Postal Ballot Form containing e-voting user ID's & passwords and self-addressed envelope (with pre-paid postage) were dispatched to shareholders who had not registered their e-mail ID's as on the cut-off date i.e. October 23, 2018. The aforesaid activity was completed on Thursday, October 25, 2018.
3. Mr. Lalit K. Jain, Scrutinizer had carried out scrutiny of the Postal Ballot Form(s) and e-votes received up to close of working hours on Saturday, November 24, 2018, being the last day of e-voting for Postal Ballot voting and prepared the Scrutinizer's Report.
4. After due Scrutiny of the Postal Ballot Forms and votes cast electronically till 05.00 P.M. (IST) on November 24, 2018 and on the basis of data/reports received by him and due verification of the signatures of the shareholders, the Scrutinizer had submitted his report dated November 26, 2018 to Mr. Sanjib Datta, Managing Director, authorised by the Chairman of the Company. The details of voting of the Special Resolution as set out in the Notice dated October 23, 2018 are as under:

(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

6.

(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

5. Thereafter, Mr. Sanjib Datta, Managing Director of the Company, based on the Scrutinizer's Report, declared that the Special Resolution as set out in the Notice dated October 23, 2018 has been duly approved by the Members with requisite majority and the resolution as mentioned below was deemed to have been passed on Saturday, November 24, 2018:

G.

SPECIAL RESOLUTION

Adoption of new set of Articles of Association of the Company.

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), new set of Articles of Association (attached to the Notice) of the Company be and is hereby approved and adopted in substitution and superseding the existing set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, which includes any Committee thereof and/or any Officer(s) of the Company, authorised by the Board be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to the above resolution.”

6. Mr. Sanjib Datta, Managing Director of the Company expressed his thanks to the persons present for the announcement of the result of the Postal Ballot.

Date: November 26, 2018

Place: Mumbai

Sanjib Datta

(Sanjib Datta)

Managing Director

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Certified True Copy
For Mahanagar Gas Limited

Alok 26/11
(Alok Mishra)
Company Secretary