

Maharashtra Natural Gas Limited  
(A Joint Venture of GAIL (India) Limited and BPCL)



**NOTICE**

The shareholders of Maharashtra Natural Gas Limited are hereby given notice to attend the 10<sup>th</sup> Annual General Meeting to be held on Monday, the 19<sup>th</sup> day of September, 2016 at 11:00 A.M. Plot No. 27, Narveer Tanajiwadi, P.M.T. Bus Depot Commercial building, 1<sup>st</sup> floor, Shivaji Nagar, Pune-411005 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements and audited consolidated financial statement for the financial year ended 31<sup>st</sup> March, 2016, Director's Report, Independent Auditor's Report and the comments thereupon of Comptroller & Auditor General of India.

**“RESOLVED THAT** Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2016, Director's Report, Independent Auditor's Report and the comments thereupon of Comptroller & Auditor General of India be and are hereby received, considered and adopted.”

2. The Company has made a profit of Rs. 75.195 crore during the financial year 2015-16. The Board of Directors vide their 61<sup>st</sup> meeting dated May 2, 2016 passed a resolution and proposed to distribute 20% of the profit after tax to all the Shareholders of the Company in the form of final dividend, to be declared at the ensuing Annual General Meeting of the Company, which shall amount to Rs. 15.03 crore of the total paid-up share capital of the Company (i.e., Rs. 1.50 per equity share & 20% pay out of the profit).

**“RESOLVED THAT** Dividend at the rate of Rs.1.50 ( Rupees One and paise fifty only) per equity share of Rs.10 (Rupees Ten ) each declared by Board of the Directors of the Company at its meeting held on May 2,2016, be and is hereby approved as Final Dividend for the financial year ended March 31,2016.”

3. To appoint a Director in place of Shri Ashim Batra, who retires by rotation, and being eligible, offers himself for re-appointment.

**“RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act 2013 and Article 122 of the Company, Shri Ashim Batra, Director (DIN: 07173368) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re- appointed as the Director of the company liable to retire by rotation.”

4. To appoint a Director in place of Shri E.S Ranganathan who had been appointed in casual vacancy in place of Shri Narendra Kumar during the Board Meeting held on August 9, 2016 (who would hold the office until this AGM and retired by rotation)

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retires by rotation in place of Shri Narendra Kumar and being eligible, offers himself for re-appointment.

**“RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act 2013 and Article 122 of the Company Shri E.S. Ranganathan (DIN-07417640) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

**5. To fix remuneration for Statutory Auditors of the Company as recommended by Board Directors.**

The Board of Directors vide their meeting held on 9<sup>th</sup> August 2016 confirmed the appointment of the Statutory Auditors M/s P G Bhagwat by the Comptroller and Auditors General of India (C & AG) and recommended the payment of Remuneration of Rs.5, 00,000/- (Rupees Five lacs only) plus applicable taxes thereon and the reimbursement of out of pocket expenses at actual basis.

**“RESOLVED THAT** pursuant to the provisions of Section 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Remuneration of Rs.5,00,000/- (Rupees Five lacs only) plus applicable taxes thereon and the reimbursement of out of pocket expenses at actual basis to be paid to M/s P G Bhagwat, Statutory Auditors (Firm Registration No.WR0625), Statutory Auditors for the conduct of the audit of the Company for the financial year ending March 31, 2017, as recommended by the Board of Directors, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By the order of Board of Directors**

**For Maharashtra Natural Gas Limited**

Sd/-

Ashok Devarajan  
Company Secretary  
ACS-31755

Registered Office:  
A Block, Plot No.27, Narveer Tanajiwadi,  
PMT Bus Depot Commercial Bldg., 1st Floor

**Maharashtra Natural Gas Limited**  
**(A Joint Venture of GAIL (India) Limited and BPCL)**



Shivaji Nagar, Pune- 411 005

CIN: U11102PN2006PLC021839

Email: [info@mngl.in](mailto:info@mngl.in) website : [www.mngl.in](http://www.mngl.in)

Dated: 27.09.2015

**Notes:**

1. A member entitled to attend and vote at the General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and the Share Transfer Books of the Company will be closed on 15<sup>th</sup> September’ 2016.
4. The dividend, if declared, will be paid within the statutory time limit of 30 days, to those Members entitled thereto whose names appear in the Register of Members of the Company as on 15<sup>TH</sup> September 2016.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. Members having query relating to this Annual report are requested to send their questions to registered office of the Company at least 7 days before the date of Annual General Meeting.
7. Physical Copies of the Annual Report 2016 are being sent to all the members at their Communication address registered with the Company. Copies of Annual Report are also being sent through electronic mode to the members whose email addresses are registered with the Company for communication purposes.
8. All material documents referred to in the notice are open for inspection by the members on all working days during business hours at the registered office of the Company till the conclusion of the meeting.

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**Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

Sd/-  
(Ashok Devarajan)  
Company Secretary  
ACS-31755

Registered Office:

A Block, Plot No.27, Narveer Tanajiwadi,  
PMT Bus Depot Commercial Bldg., 1st Floor  
Shivaji Nagar, Pune- 411 005

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Dated: 27.08.2016

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**PROXY FORM**

**Maharashtra Natural Gas Limited**  
**Form no.MGT-11**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014**

CIN: U11102PN2006PLC021839

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<b>Name of the Member(s):</b>	
<b>Registered Office:</b>	
<b>Email id:</b>	
<b>Folio no./ Client id:</b>	
<b>DP id:</b>	

I/We being the member (s) of shares of the above named company, hereby appoint:

1. Name .....Address.....  
Email ID.....Signature ..... of failing him/her.

2. Name .....Address.....  
Email ID.....Signature ..... of failing him/her.

3. Name .....Address.....  
Email ID.....Signature ..... of failing him/her.

as my/our proxy to attend vote (on a poll) for me/us on my/our behalf at 10<sup>th</sup> Annual General Meeting to be held on September 19<sup>th</sup> 2016 at 11.00 AM at Plot No. 27, Narveer Tanajiwadi, P.M.T. Bus Depot Commercial building, 1<sup>st</sup> floor, Shivaji Nagar, Pune-411005 and at any adjournment thereof in respect of such resolutions indicated below:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements and audited consolidated financial statement for the financial year ended 31<sup>st</sup> March, 2016, Director's Report, Independent Auditor's Report and the comments thereupon of Comptroller & Auditor General of India.

**“RESOLVED THAT** Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2016, Director's Report, Independent Auditor's Report and the comments

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Signed this .....day of .....2016

Signature of the Shareholder

-affix Revenue stamp Rs.1/-

Signature of the proxy holder

Note this form of proxy in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

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**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF MEETING HALL joint shareholder may obtain additional attendance slip on request(Folio no.DP id\*,Client id \*and name of the Shareholder/Joint share holder/PROXY in BLOCK LETTERS to be furnished below:

Shareholder/Proxy holder	DP Id*	Client Id*	Folio	No.of Shares held

I here by record my presence at the 10<sup>th</sup> Annual General Meeting to be held on September 19<sup>th</sup> 2016 at 11.00 AM at Plot No. 27, Narveer Tanajiwadi, P.M.T. Bus Depot Commercial building, 1<sup>st</sup> floor, Shivaji Nagar, Pune-411005.

SIGNATURE OF THE SHAREHOLDER OR PROXY.....

Notes:

1. Shareholders /proxy holders are requested to bring the Attendance slip when they come to to the meeting and hand it over at the gate after completely filling the details and affixing their signature on it.
2. \*Available for investors holding the shares in electronic (demat) form.