

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



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the members of Maharashtra Natural Gas Ltd., will be held on 17th June, 2015, Wednesday at 11.00 A.M. at GAILALYA, Near Family Court, Bandra Kurla Complex, Mumbai - 400051 to transact the following Business:

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass the following Resolution, with or without modification, as a special resolution:

“RESOLVED THAT subject to the approval of the shareholders pursuant to section 14 of the Companies Act 2013, and other applicable provisions, if any, the Articles of Association of the Company be and is hereby altered in the manner herein below.

Article 117 of the Articles of Association be deleted and in its place the following new article shall be substituted.

“Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than 9(Nine) and not more than (10) Ten including Independent Directors.

The Directors on the Board shall be appointed in the following manner:

GAIL	2(Max.)
BPCL	2(Max.)
IGL	2(Max.)
GoM Nominee	1(Max.)
Others including Independent Director, if any	3(Max.)

One of the Two Directors nominated each from the Sponsors (GAIL & BPCL) shall be a full time Director.”

2. To consider and, if thought fit, to pass the following Resolution, with or without modification, the following resolutions as an ordinary resolution.

“RESOLVED THAT pursuant to provision of Section 149, 152, 160 and 161 and all other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ashim Batra (DIN: 07173368), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Shri Ashim Batra (DIN: 07173368) for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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RESOLVED FURTHER THAT Managing Director and Director Commercial be and is hereby authorized severally to sign and file necessary forms with the Registrar of Companies in this regard”

**By the order of Board of Directors
For Maharashtra Natural Gas Limited**

(Ritu Aggarwal)
Company Secretary

Registered Office:
A Block, Plot No.27, Narveer Tanajiwadi,
PMT Bus Depot Commercial Bldg., 1st Floor
Shivaji Nagar, Pune- 411005
CIN: U11102PN2006PLC021839
Email: info@mngl.in

Dated: 22.05.2015

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. 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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. 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.

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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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT 1956

Item No. 1

As per Article No. 117, the unless otherwise determined by the Company in general Meeting, the number of Directors shall not be less than 6 (Six) and not more than 8 (Eight) including Independent Directors.

In the MNGL, 7 Directors has been appointed by the Board out of which the profile of 4 Directors have been put up to the Shareholders for their approval.

Further, MNGL is in process to appoint 3 more Directors which is required due to following reason:

1. Requirement of Companies Act, 2013
2. Transfer of the shares by IDFC & IL&FS to IGL subsequently changes in the Directorship
3. Offer for shares on Right basis.

Hence the amendment is proposed in the Article No. 117 of Articles of Association to include the provision to appoint more directors in MNGL. None of the Directors are interested in the passing of the resolution.

The resolution mentioned in Item no.1 of the notice is recommended for your approval.

Item No. 2

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Indraprastha Gas Limited (Member) along with the deposit of requisite amount proposing the candidature of Shri Ashim Batra for the office of Director.

Shri Ashim Batra is working as Vice President (Marketing) of Indraprastha Gas Ltd (IGL), the sole supplier of Compressed Natural Gas (CNG) and Piped Natural Gas (PNG) in Delhi, Noida, Greater Noida and Ghaziabad in June 2003.

Shri Ashim Batra, is a Mechanical Engineering from Delhi College of Engineering, Delhi University & MBA from Faculty of Management Studies, Delhi University, possesses over 31 years of rich and diverse experience, of which 12 years has been in Oil & Gas Sector in the areas of marketing of gas in transport, domestic, Industrial and commercial segments. Before joining Indraprastha Gas Limited, he

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has worked in reputed Private Sector Industries in the field of marketing of high value capital engineering goods.

The Company has received from Shri Ashim Batra (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

No Director, Key Managerial Personnel or their relatives, except Shri Ashim Batra, to whom the resolution relates, is interested or concerned in the resolution.

The Board commends the Ordinary Resolution set out in Item No. 2 for the approval by the Members.

**By the order of Board of Directors
For Maharashtra Natural Gas Limited**

(Ritu Aggarwal)
Company Secretary

Registered Office:
A Block, Plot No.27, Narveer Tanajiwadi,
PMT Bus Depot Commercial Bldg.,1st Floor
Shivaji Nagar, Pune- 411 005
CIN: U11102PN2006PLC021839
Email: info@mngl.in

Dated: 22.05.2015