



MAHANAGAR GAS LIMITED

Our Company was incorporated on May 8, 1995 at Mumbai as Mahanagar Gas Limited, a public limited company under the Companies Act, 1956. Our Company obtained a certificate of commencement of business on July 4, 1995. **Corporate Identification Number:** U40200MH1995PLC088133
Registered Office and Corporate Office: MGL House, G-33 Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. For details of change in registered office of our Company, see the section "History and Certain Corporate Matters" on page 131 of the Red Herring Prospectus ("RHP").
Contact Person: Mr. Alok Mishra, Company Secretary and Compliance Officer; Tel: +91 (22) 6695 2941, Fax: +91 (22) 6675 6491; Email: mgl ipo@mahanagargas.com; **Website:** www.mahanagargas.com

PROMOTERS OF OUR COMPANY: GAIL (INDIA) LIMITED AND BG ASIA PACIFIC HOLDINGS PTE LIMITED

INITIAL PUBLIC OFFER OF UP TO 24,694,500 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF MAHANAGAR GAS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [-] PER EQUITY SHARE ("OFFER PRICE") THROUGH AN OFFER FOR SALE OF UP TO 12,347,250 EQUITY SHARES BY GAIL (INDIA) LIMITED AND UP TO 12,347,250 EQUITY SHARES BY BG ASIA PACIFIC HOLDINGS PTE LIMITED ("SELLING SHAREHOLDERS") AGGREGATING UP TO ₹ [-] MILLION ("OFFER"). THE OFFER INCLUDES A RESERVATION OF UP TO 200,000 EQUITY SHARES, AGGREGATING UP TO ₹ [-] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) ON A COMPETITIVE BASIS ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 25.00% AND 24.80%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY AND THE SELLING SHAREHOLDERS MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, OFFER A DISCOUNT OF ₹38 PER EQUITY SHARE ON THE OFFER PRICE TO ELIGIBLE EMPLOYEE ("EMPLOYEE DISCOUNT").

Price Band: ₹380 to ₹421 per Equity Share of Face Value of ₹10 each
The Floor Price is 38 times the Face Value and the Cap Price is 42.1 times the Face Value
Bids can be made for a minimum of 35 Equity Shares and in multiples of 35 Equity Shares thereafter
Discount of ₹38 per Equity Share is being offered to Eligible Employees

Risks to Investors:

- The two Book Running Lead Managers associated with this Offer have handled 13 public issues in the past three years, of which five issues closed below the issue price on listing date.
- Average cost of acquisition of Equity Shares by the Promoters / Selling Shareholders is ₹10 per Equity Share and the Offer Price for the public at the upper end of the Price Band is as high as ₹421.

BASIS FOR OFFER PRICE

The Offer Price will be determined by the Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of an assessment of market demand for the offered Equity Shares through the book building process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares of our Company is ₹ 10 each and the Offer Price is 38 times of the face value at the lower end of the Price Band and 42.1 times the face value at the higher end of the Price Band.

Qualitative Factors

We believe that we have the following competitive strengths:

- Well positioned in Mumbai, one of the most populous cities in the world and second largest metropolitan city in India;
- Cost effective availability of domestic natural gas;
- Infrastructure exclusivity and established infrastructure network;
- Experience in successful development and operation of CGD business;
- Promoters with strong national and multinational experience; and
- Strong financial performance with consistent growth and profitability.

For a detailed discussion on the qualitative factors, which form the basis for computing the Offer Price, please see the section "Our Business" and the section "Risk Factors" on pages 107 and 18, respectively of the RHP.

Quantitative Factors

The information presented below relating to our Company is based on the restated audited financial information of our Company for the Fiscals 2016, 2015 and 2014. For further details, see "Financial Statements" on Page 174 of the RHP.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings per Equity Share ("EPS") of our Company (in ₹)

As per our restated audited financial information:

For the period ended	Basic EPS	Weight	Diluted EPS	Weight
March 31, 2016	34.55	3	31.36	3
March 31, 2015	33.69	2	30.54	2
March 31, 2014	33.27	1	30.15	1
Weighted Average	34.05		30.89	

Notes:

- Weighted average number of Equity Shares are the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- Earnings per Share is calculated in accordance with Accounting Standard 20 'Earnings Per Share', notified accounting standard by Companies (Accounting Standards) Rules, 2006 (as amended)."

2. Return on Net Worth ("RONW") (%)

As per our restated audited financial statements:

As at the year ended	RONW	Weight
March 31, 2016	20.20%	3
March 31, 2015	21.39%	2
March 31, 2014	22.92%	1
Weighted Average	21.05%	

Note: Return of net worth has been computed as Net profit after tax divided by the Net worth (share capital + reserves and surplus) for equity shareholders for the respective period end.

As on March 31, 2016, assuming conversion of the CCDs into 94,36,178 Equity Shares, the RONW is 20.11 %.

There will be no change in the net worth post-Offer as the Offer is by way of Offer for Sale by the Selling Shareholders.

3. Net Asset Value per Equity Share ("NAV") for the Company (₹)

NAV as at March 31, 2016 was ₹ 171.03.

As on March 31, 2016, assuming conversion of the CCDs into 94,36,178 Equity Shares, the NAV is ₹155.70.

Offer Price: ₹ [-] Per Equity Share.

Note: NAV calculated by dividing the net worth (share capital + reserves and surplus) for equity shareholders at the end of the year by the total number of Equity Shares outstanding at the end of the year.

There will be no change in the NAV post-Offer as the Offer is by way of Offer for Sale by the Selling Shareholders.

4. Price/Earning (P/E) ratio in relation to Price Band of ₹380 to ₹421 per Equity Share of ₹ 10 each:

a. P/E based on basic EPS for the period ended March 31, 2016.

b. P/E based on diluted EPS for the period ended March 31, 2016.

Particulars	P/E at the Floor Price	P/E at the Cap Price	Particulars	P/E at the Floor Price	P/E at the Cap Price
P/E based on basic EPS	11.00	12.19	P/E based on diluted EPS	12.12	13.42
P/E based on weighted average basic EPS	11.16	12.36	P/E based on weighted diluted EPS	12.30	13.63

Peer Group P/E*:

a. Highest: 44.49

b. Lowest: 17.15

c. Industry Composite: 30.82

*Source: The highest and lowest Industry P/E shown above is based on the Industry peer set provided below under "Comparison with Listed Industry Peers". The Industry composite has been calculated as the arithmetic average P/E of the Industry peer set provided below, based on consolidated EPS numbers. For further details, see "Basis for Offer Price - Comparison with Listed Industry Peers" hereunder.

5. Comparison with Industry Peers

S no.	Name of the Company	For the year ended March 31, 2016				
		Face Value (₹)	Total Revenue from Operations ⁽¹⁾ (In ₹ million)	Basic EPS ⁽³⁾ (₹)	P/E ⁽⁴⁾	RoNW ⁽⁶⁾ (%)
1.	MGL	10	20,789.27	34.55	[-]	20.20%
	Peer Group					
2.	IGL	10	36,857.9	33.15	17.15x	18.73%
3.	GGL	10	61,058.6	11.32	44.49x	7.34%

Notes:

¹ Based on total revenue as reported in company filings, excluding other income

² Basic EPS as reported in company filings

³ Price earnings ratio calculated by dividing the market value of the shares of the companies as on May 24, 2016 (closing price as per BSE), by the basic EPS of the companies for Fiscal Year Ending March 31, 2016

⁴ Return of net worth has been computed as Net profit after tax for Fiscal Year March 31, 2016 divided by the Net worth (share capital + reserves and surplus) for equity shareholders at the end of March 31, 2016

⁵ Net Asset Value per Equity Share has been computed as net worth (share capital + reserves and surplus) at the end of Fiscal March 31, 2016 divided by the total number of Equity Shares outstanding as at March 31, 2016

The Offer Price of ₹ [-] per Equity Share has been determined by the Company and the Selling Shareholders in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Prospective investors should also review the entire Red Herring Prospectus, including, in particular, the sections "Risk Factors", "Financial Information", "Industry Overview" and "Our Business" beginning on pages 18, 174, 91 and 107, of the RHP, respectively, to obtain a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section "Risk Factors" beginning on page 18 of the RHP or any other factors that may arise in the future and you may lose all or part of your investments.

For further details, see the section "Basis for Offer Price" on page 80 of the RHP.

BID/OFFER PROGRAMME *

BID/OFFER OPENS ON*: TUESDAY, JUNE 21, 2016 | BID/OFFER CLOSING ON: THURSDAY, JUNE 23, 2016

*Our Company and the Selling Shareholders, may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.

ASBA *

Simple, Safe, Smart way of Application - Make use of it !!!

***Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.**

Mandatory in public issues from January 01, 2016. No cheque will be accepted.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the Book Running Lead Managers, at the terminals of the Syndicate Members and by intimation to Self Certified Syndicate Banks ("SCSBs"), Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

Pursuant to Rule 19(2)(b) of the Securities Contracts Regulation Rules, 1957, as amended ("SCRR") read with Regulation 41 of the SEBI ICDR Regulations, the Offer is being made for at least 10% of the post-Offer paid-up Equity Share capital of our Company. This Offer is being made through the Book Building Process where 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") ("QIB Portion"). Our Company and the Selling Shareholders may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis, ("Anchor Investor Portion") at the Anchor Investor Allocation Price, out of which at least one third will be available for allocation to domestic Mutual Funds only subject to valid Bids received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Equity Shares representing 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders subject to valid Bids being received from them at or above the Offer Price. All Investors other than Anchor Investors may participate in this Offer through the Application Supported by Blocked Amount ("ASBA") process by providing the details of their respective ASBA Accounts. QIBs, other than Anchor Investors, and Non-Institutional Bidders shall mandatorily participate in the Offer through the ASBA process. For details, see the section "Offer Procedure" on page 295 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available in the records of the Depository Participant. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of our Company, see "History and Certain Corporate Matters" on page 131 of the RHP and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see the section "Material Contracts and Documents for Inspection" on page 365 of the RHP.

LIABILITY OF MEMBERS OF OUR COMPANY: Limited by shares.

AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE: As on the date of the RHP, the authorised share capital of our Company is ₹1,300,000,000 divided into 130,000,000 Equity Shares of ₹10 each. The issued, subscribed and paid-up share capital of our Company before the Offer is ₹987,777,780 divided into 98,777,778 Equity Shares of ₹10 each. For details of the Capital Structure, see "Capital Structure" on page 61 of the RHP.

Names of the signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: Given below are the names of the signatories of the Memorandum of Association of our Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company: Chitranjan Dua, Raghu Ram Raju, Munish Sharma, Deepak Adlakha, N. K. Nagpal, Ajay K. Garg, Ujjwal Kumar Dey and R. P. Sharma - 10 Equity Shares each aggregating to 80 Equity Shares.




LISTING: The Equity Shares offered through the RHP are proposed to be listed on BSE and NSE. The in-principle approvals of BSE and NSE for listing the Equity Shares have been received pursuant to letter bearing number DCS/PO/NP/IP/805/2015-2016 dated Nov 26, 2015 and letter bearing number NSE/LIST/52638 dated Dec 2, 2015, respectively. For the purpose of this Offer, BSE shall be the Designated Stock Exchange. A copy of the RHP and the Prospectus shall be delivered for registration to the Registrar of Companies, Mumbai, in accordance with Section 26(4) of the Companies Act, 2013.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"): "SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document." Investors are advised to refer to page 270 of the RHP for the full text of the disclaimer clause of SEBI.

DISCLAIMER CLAUSE OF THE BSE (The Designated Stock Exchange): "It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP." The investors are advised to refer to page 275 of the RHP for the full text of the Disclaimer clause of the BSE.

DISCLAIMER CLAUSE OF THE NSE: "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document." The investors are advised to refer to page 275 of the RHP for the full text of the disclaimer clause of the NSE.

GENERAL RISKS: Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the "Risk Factors" carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the SEBI nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" on page 18 of the RHP.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER	COMPANY SECRETARY & COMPLIANCE OFFICER
 Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. 27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Tel: +91 (22) 4336 0000; Fax: +91 (22) 6713 2447 E-mail: mgl.ipo@kotak.com; Investor grievance e-mail: kmccredressal@kotak.com Contact Person: Ganesh Rane; Website: http://investmentbank.kotak.com SEBI Registration No.: INM000008704	 Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Centre, G-Block C54 & 55, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Tel: +91 (22) 6175 9999; Fax: +91 (22) 6175 9961; E-mail: mgl.ipo@citil.com Investor grievance e-mail: investors.cgmb@citil.com; Contact Person: Aditi Jain Website: http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm SEBI Registration No.: INM000010718	 Link Intime India Private Limited C 13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West) Mumbai - 400 078 Tel: +91 (22) 6171 5400; Fax: +91 (22) 2596 0329 Investor grievance email: mgl.ipo@linkintime.co.in Contact Person: Shanti Gopalkrishnan; Website: www.linkintime.co.in SEBI Registration No.: INR 000004058	Mr. Alok Mishra MGL House, G-33 Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Tel: +91 (22) 6695 2941; Fax: +91 (22) 6675 6491 Email: mgl.ipo@mahanagargas.com (Company Secretary); investorrelations@mahanagargas.com (Compliance Officer) Website: www.mahanagargas.com Bidders can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non receipt of letters of Allotment, non credit of Allotted Equity Shares in the respective beneficiary account, non receipt of refund orders and non receipt of funds by electronic mode.

AVAILABILITY OF RHP: Investors are advised to refer to the RHP and the Risk Factors contained therein before applying in the Offer. Full copy of the RHP is available on the website of the SEBI at www.sebi.gov.in, the websites of the BRLMs at <http://investmentbank.kotak.com>, <http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm> and the Stock Exchanges at www.bseindia.com and www.nseindia.com.

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid Cum Application forms can be obtained from the Registered Office of Company, BRLMs: **Kotak Mahindra Capital Company Limited**, Tel: +91 22 4336 0000, Fax: +91 22 6713 2447; **Citigroup Global Markets India Private Limited**, Tel: +91 (22) 6175 9999, Fax: +91 (22) 6175 9961, Syndicate Members: **Kotak Securities Limited**, Tel: +91 22 6218 5410, Fax: +91 22 6637 1775, at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, RTAs and CDPs participating in the Offer. Bid cum Application Forms will also be available on the websites of BSE, NSE, and at the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS: Achievers Equities Ltd., Aicon Global Services Ltd., Alankit Assignments Ltd., Almondz Global Securities Ltd., Amit Jasani Financial Services Pvt. Ltd., Amrapali Capital & Finance Services Ltd., Anand Rathi Share & Stock Brokers Ltd., Anush Shares & Securities Pvt. Ltd., Ashika Stock Broking Ltd., Asit C. Mehta Investment Intermediates Ltd., Axis Capital Ltd., Bonanza Portfolio Ltd., Centrum Broking Ltd., Chugh Securities (P) Ltd., Dalal & Broacha Stock Broking Pvt. Ltd., Edelweiss Broking Ltd., Eureka Stock & Share Broking Services Pvt. Ltd., Hem Securities Ltd., ICICI Securities Ltd., IDBI Capital Market Services Ltd., India Infoline Ltd., Indiabulls Ventures Ltd., JM Financial Services Ltd., Jobanputra Fiscal Services Pvt. Ltd., Joindre Capital Services Ltd., Kaushik N Shah, Keynote Capitals Ltd., KJMC Capital Market Services Ltd., Lakshminshree Investment & Securities (P) Ltd., Leo Financial Services Ltd., LKP Securities Ltd., LSE Securities Ltd., Mehta Equities Ltd., Monarch Networth Capital Ltd., Motilal Oswal Securities Ltd., MPSE Securities Ltd., Nirmal Bang Securities Pvt. Ltd., Pace Stock Broking Services Pvt. Ltd., PELF Finstock Ltd., Prabhudas Lilladher Pvt. Ltd., Pravin Ratilal Share & Stock Brokers Ltd., Raghunandan Capital Pvt. Ltd., Reliance Securities Ltd., Religare Securities Ltd., RRE Equity Brokers Pvt. Ltd., Sharekhan Ltd., Shri Parasram Holdings Pvt. Ltd., SMC Global Securities Ltd., SPA Securities Ltd., SPFL Securities Ltd., Swastika Investmart Ltd., Systematix Shares & Stocks (I) Ltd., Tradebulls Sec Pvt. Ltd., Viren M Shah, Way2Wealth Brokers Pvt. Ltd.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors have to apply through the ASBA process. ASBA has to be available by all the investors except Anchor Investors. For details on the ASBA process, please refer to the details given in the ASBA Form and Abridged Prospectus and also please refer to "Offer Procedure" on page 295 of the RHP. ASBA Forms can also be downloaded from the websites of BSE and NSE. ASBA Forms can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in. ASBA Form can be obtained from Syndicate, SCSBs, Registered Brokers, RTAs and CDPs, the list of which is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/5/33/0/0/Recognised-Intermediaries>.

BANKER TO THE OFFER, ESCROW COLLECTION BANK AND REFUND BANK: HDFC Bank Limited, Tel: +91 22 3075 2928, Fax: +91 22 2579 9801; Axis Bank Limited, Tel: +91 22 4086 7464, Fax: +91 22 4086 7327

PUBLIC OFFER ACCOUNT BANK: HDFC Bank Limited, Tel: +91 22 3075 2928, Fax: +91 22 2579 9801; Axis Bank Limited, Tel: +91 22 4086 7464, Fax: +91 22 4086 7327

This advertisement is being published in all editions of English national daily newspaper Financial Express, all editions of Hindi national daily newspaper Jansatta and the Mumbai edition of Marathi newspaper Navshakti (Marathi being the regional language of Mumbai where our Registered Office is located), each with wide circulation. The RHP stands amended to that extent.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: Mumbai

Date: June 13, 2016

MAHANAGAR GAS LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its equity shares ("Equity Shares") and has filed the Red Herring Prospectus dated June 10, 2016 with the Registrar of Companies, Mumbai ("RHP"). The RHP is available on the website of the SEBI at www.sebi.gov.in, the websites of the Book Running Lead Managers at <http://investmentbank.kotak.com> and <http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm> and the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. Any potential investor should note that investment in Equity Shares involves a high degree of risk, for details, potential investors should refer to the section titled "Risk Factors" in the RHP. Investors should not refer to the DRHP filed with SEBI for making any investment decision. This announcement has been prepared for publication in India and may not be released in the United States. This announcement is not an offer to sell or a solicitation of any offer to buy securities of our Company in the United States. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India. Securities may not be offered or sold in the United States absent registration or an exemption from registration, and any public offering of securities to be made in the United States will be by means of a prospectus that may be obtained from the Company.

CONCEPT

Size: 32.9x50cm