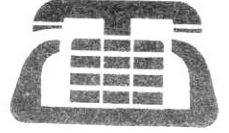


# महानगर टेलीफोन निगम लि.

(भारत सरकार का उद्यम)

**Mahanagar Telephone Nigam Ltd.**

(A Government of India Enterprise)



MTNL/SECTT/SE/2014

October 1, 2014

1. The National Stock Exchange of India Ltd.,
2. The Bombay Stock Exchange Ltd.
3. OTCQX

Dear Sir/Madam,

**SUB: Clause 35A of the Listing Agreement- VOTING RESULTS OF 28<sup>TH</sup> AGM HELD ON 30<sup>TH</sup> SEPTEMBER, 2014**

In accordance with the Clause 35A of the Listing Agreement, we write to inform you that the Member of the company at the Annual General Meeting held on Tuesday, 30<sup>th</sup> September, 2014 at 11.30 A.M., transacted the following business:

| SL NO. | DESCRIPTION  |                   |                       |       |           |              |
|--------|--|-------------------|-----------------------|-------|-----------|--------------|
| A.     | DATE OF AGM  |                   |                       |       |           |              |
| B.     | TOTAL NUMBER OF SHAREHOLDERS AS ON E-VOTING CUT -OFF DATE i.e, 29 <sup>th</sup> August, 2014                           | 30/09/2014        |                       |       |           |              |
| C.     | NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY   | 147031            |                       |       |           |              |
|        | SHAREHOLDER  | PRESENT IN PERSON | PRESENT THROUGH PROXY | TOTAL | SHARES    | % TO CAPITAL |
|        | PROMOTER AND PROMOTER GROUP  | ----              | 1                     | 1     | 354378740 | 56.25%       |
|        | PUBLIC   | 36                | 3                     | 39    | 32284     | 0.00512%     |
|        | TOTAL  |                   |                       | 40    | 354411024 | 56.25512%    |
| D.     | No. of shareholders attended the meeting through Video conferencing-No Video conferencing facility was made available. |                   |                       |       |           |              |

S. R. SAYAL

कम्पनी सचिव / Company Secretary  
मो 20 नि० लि०, निगम कार्यालय / MTNL, Corporate Office  
महानगर दूरसंचार सदन / Mahanagar Doorsanchar Sadan  
9, सी. जी. ओ. कॉम्प्लेक्स नई दिल्ली-3/9, CGO Complex, New Delhi-3

पंजीकृत एवं निगम कार्यालय : महानगर दूरसंचार सदन, 5 वां तल, 9 सी.जी.ओ. कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003

फोन कार्यालय : 24319020, फैक्स : 24324243

Regd. & Corporate Office : Mahanagar Doorsanchar Sadan, 5th Floor, 9 CGO Complex, Lodhi Road, New Delhi-110003 India  
Phone Off.: 24319020, Fax : 24324243

आप हमारे साथ हिन्दी में भी पत्राचार कर सकते हैं।

**Outcome of the Annual General Meeting of the Members of the company**

The Annual General Meeting of the members of the Company was held on Tuesday, 30<sup>th</sup> September, 2014 at 11.30 A.M. at Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New-Delhi-110003. The mode of voting was by the way of poll/ E-Voting. The Shareholders transacted the business as provided in Annexure. Scrutinisers Report is also enclosed.

We request you to kindly take the same on record.  
Thanking You

Yours Faithfully

  
(S.R.SAYAL)

Company Secretary



Encl: As above

एस. आर. सयाल  
S. R. SAYAL  
कम्पनी सचिव / Company Secretary  
म. टि. नि. निगम कार्यालय / MTNL Corporate Office  
महानगर दूरसंचार सदन / Mahanagar Doorsanchar Sadan  
९ ए.जी.ओ. कॉम्प्लेक्स, लोधी रोड, 9, CGO Complex, New Delhi-3

## ANNEXURE

**VOTING DETAILS FOR THE BUSINESS TRANSACTED AT THE 28<sup>TH</sup> AGM HELD ON 30<sup>TH</sup> SEPTEMBER, 2014**

| Resolution 1<br>To receive, consider & approve Audited Financial Statements & Consolidated Financial Statement, Report of the Board of Directors and Auditors, Comments of C & AG thereon. | Promoter/Public              | No. of Shares held  | No. of Votes polled | % of Votes polled on Outstanding Shares | No. of Votes-in favour | No. of Vote-against | % of Votes in favour on Votes polled | % of Votes in against on Votes polled |
|--|------------------------------|---------------------|---------------------|---|------------------------|---------------------|--------------------------------------|---------------------------------------|
|  | Promoter and Promoter Group  | 354378740           | 354378740           | 100%                                    | 354378740              | —                   | 100%                                 | —                                     |
|  | Public-Institutional Holders | 135050575           | 8282899             | 6.13%                                   | 4441603                | 3841296             | 53.6%                                | 46.3%                                 |
|  | Public-Others                | 140570685           | 28075               | 0.01%                                   | 27760                  | 315                 | 98.8%                                | 1.12%                                 |
|  | <b>Total</b>                 | <b>63,00,00,000</b> | <b>362689714</b>    | <b>57.5%</b>                            | <b>358848103</b>       | <b>3841611</b>      | <b>98.9%</b>                         | <b>1.05%</b>                          |
| <b>Resolution 2</b><br>To appoint a Director in place of Shri V.Uma Shankar (DIN 06553185) who retires by rotation and being eligible, offers himself for Re-appointment.                  |                              |                     |                     |   |                        |                     |                                      |                                       |
|  | Promoter and Promoter Group  | 354378740           | 354378740           | 100%                                    | 354378740              | —                   | 100%                                 | —                                     |
|  | Public-Institutional Holders | 135050575           | 8282899             | 6.13%                                   | 4441603                | 3841296             | 53.6%                                | 46.3%                                 |
|  | Public-Others                | 140570685           | 28075               | 0.01%                                   | 23255                  | 4820                | 82.8%                                | 17.1%                                 |
|  | <b>Total</b>                 | <b>630000000</b>    | <b>362689714</b>    | <b>57.5%</b>                            | <b>358843598</b>       | <b>3846116</b>      | <b>98.9%</b>                         | <b>1.06%</b>                          |
| <b>Resolution 3</b><br>To fix the Remuneration of Auditors   |                              |                     |                     |   |                        |                     |                                      |                                       |
|  | Promoter and Promoter Group  | 354378740           | 354378740           | 100%                                    | 354378740              | —                   | 100%                                 | —                                     |
|  | Public-Institutional Holders | 135050575           | 8282899             | 6.13%                                   | 5266965                | 3015934             | 63.5%                                | 36.4%                                 |
|  | Public-Others                | 140570685           | 27925               | 0.01%                                   | 23550                  | 4375                | 84.3%                                | 15.6%                                 |

*Saya*

S. R. SAYA -

कम्पनी सचिव / Company Secretary  
 म० टै० नि० लि०, निगम कार्यालय / MTNL, Corporate Office  
 महानगर दूरसंचार सदन / Mahanagar Doorsanchar Sadan  
 ६, सी. ओ. कॉम्प्लेक्स, नई दिल्ली-३/९, CGO Complex, New Delhi-3

*Sumit*

|  |                              |           |           |       |           |         |       |       |
|--|------------------------------|-----------|-----------|-------|-----------|---------|-------|-------|
|  | <b>Total</b>                 | 630000000 | 362689564 | 57.5% | 359669255 | 3020309 | 99.1% | 0.83% |
| <b>Resolution 4</b><br>Issue of Non-Convertible Debentures on Private Placements basis |                              |           |           |       |           |         |       |       |
|  | Promoter and Promoter Group  | 354378740 | 354378740 | 100%  | 354378740 | —       | 100%  | —     |
|  | Public-Institutional Holders | 135050575 | 8282899   | 6.13% | 8229555   | 53344   | 99.3% | 0.64% |
|  | Public-Others                | 140570685 | 28075     | 0.01% | 22960     | 5115    | 81.7% | 18.2% |
|  | <b>Total</b>                 | 630000000 | 362689714 | 57.5% | 362631255 | 58459   | 99.9% | 0.01% |
| <b>Resolution 5</b><br>Approval of Remuneration payable to Cost Auditor.               |                              |           |           |       |           |         |       |       |
|  | Promoter and Promoter Group  | 354378740 | 354378740 | 100%  | 354378740 | —       | 100%  | —     |
|  | Public-Institutional Holders | 135050575 | 8282899   | 6.13% | 8282899   | —       | 100%  | —     |
|  | Public-Others                | 140570685 | 28075     | 0.01% | 24769     | 3306    | 88.2% | 11.7% |
|  | <b>Total</b>                 | 630000000 | 362689714 | 57.5% | 362686408 | 3306    | 99.9% | 0.0%  |

*S. R. Sayal*

*Sunit*

स. र. सायल  
S. R. SAYAL  
कम्पनी सचिव / Company Secretary  
मो. नै. नि. लि. नि. नि. कार्यालय / MTNL, Corporate Office  
महानगर दूरसंचार सदन / Mahanagar Doorsanchar Sadan  
9, सी. जी. ओ. कॉम्प्लेक्स, नई दिल्ली-3/9, CGO Complex, New Delhi-3

**FORM NO. MGT-13**

**Scrutinizer's Report**

**[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
28<sup>th</sup> Annual General Meeting of the Equity Shareholders of MAHANAGAR TELEPHONE  
NIGAM LIMITED  
Held on Tuesday the 30<sup>th</sup> September, 2014 at 11:30 A.M.  
At Auditorium, Mahanagar-Doorsanchar Sadan,  
9 CGO Complex, Lodhi Road, New Delhi-110003.

Dear Sir,

I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, New Delhi-110092, appointed as Scrutinizer of MAHANAGAR TELEPHONE NIGAM LIMITED ("Company") for the purpose of the poll taken on the below mentioned resolutions, at the 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of MAHANAGAR TELEPHONE NIGAM LIMITED, held on 30<sup>th</sup> September, 2014 at Auditorium, Mahanagar Doorsanchar Sadan, 9 CGO Complex, Lodhi Road, New Delhi-110003, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, The ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence (including two shareholders namely Mr. K K Kapil having Folio No. IN 302620/10139360 and Mr. Mukesh Kumar having Folio No. IN 301143/10045136) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the poll is as under:

- (a). **Resolution 1- To receive, consider & adopt the Audited Financial Satatements and the Consolidated Financial Statement for the Financial year ended 31<sup>st</sup> March, 2014, the report of the Board of Directors and Auditors thereon and the Comments of C&AG of India thereon.**

- i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 10   | 354379135                    | 99.99                                 |

- ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1  | 22519                        | 0.01                                  |

- iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 6   | 4850                               |

- (b). **Resolution 2- To appoint a Director in place of Shri V. Uma Shankar (DIN 06553185) who retires by rotation and being eligible offers himself for re-appointment.**

- i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 8  | 354378895                    | 99.99                                 |

- ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 3  | 22759                        | 0.01                                  |

- iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 6   | 4850                               |



(c) **Resolution 3- To fix the Remuneration of Auditors.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 10   | 354401504                    | 100                                   |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | Nil                                   |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 6   | 4850                               |

(d) **Resolution 4- Issue of Non-Convertible Debentures on Private placement basis.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 11   | 354401654                    | 100                                   |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | Nil                                   |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 6   | 4850                               |



**(e). Resolution 5- Approval of Remuneration Payable to the Cost Auditor.**

i. Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 11   | 354401654                    | 100                                   |

ii. Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil  | Nil                          | Nil                                   |

iii. Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 6   | 4850                               |

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,



Hemant Kumar Singh  
Partner,  
M/s Hemant Singh & Associates  
Practicing Company Secretaries



Place: Delhi  
Date: 01.10.2014



**Scrutinizer's Report**

**[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
28<sup>th</sup> Annual General Meeting of the Equity Shareholders of MAHANAGAR TELEPHONE NIGAM LIMITED  
Held on Tuesday the 30<sup>th</sup> September, 2014 at 11:30 A.M.  
At Auditorium, Mahanagar Doorsanchar Sadan,  
9 CGO Complex, Lodhi Road, New Delhi-110003.

Dear Sir,

I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, New Delhi-110092, appointed as Scrutinizer of MAHANAGAR TELEPHONE NIGAM LIMITED ("Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, submit my report as under:

1. The e-voting period remained open from 9 a.m. on 25<sup>th</sup> September, 2014 to 4 p.m. on 26<sup>th</sup> September, 2014.
2. The shareholders holding shares as on the "cut off" date i.e. 29<sup>th</sup> August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 5 as set out in the Notice of the 28<sup>th</sup> Annual General Meeting of MAHANAGAR TELEPHONE NIGAM LIMITED.

The votes were unblocked on 27<sup>th</sup> September, 2014 around 11.40 A.M in the presence of two witnesses, Mr. Chaitanya Kumar Jha R/o. D -197, Sharma Nivas, Gali No.8, Laxmi Nagar, Delhi - 110092 and Mr. Mohit Arora R/o E-355, St. No. 6, Mandir Marg, Chhajjupur, Shahdara, Delhi-110032 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: (Mr. Chaitanya Kumar Jha)



Name: (Mr. Mohit Arora)

3. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>). The same has been marked as Annexure-1



4. The result of the e-voting is as under:

- (a). **Resolution 1- To receive, consider & adopt the Audited Financial Satatements and the Consolidated Financial Statement for the Financial year ended 31<sup>st</sup> March, 2014, the report of the Board of Directors and Auditors thereon and the Comments of C&AG of India thereon**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|--|--|---|
| 45   | 4468968  | 53.92   |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|--|---|--|
| 9  | 3819092                                     | 46.08  |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes caste by members whose votes were declared invalid |
|---|--|
| Nil   | Nil  |

- (b). **Resolution 2- To appoint a Director in place of Shri V. Uma Shankar (DIN 06553185) who retires by rotation and being eligible offers himself for re-appointment.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|--|--|---|
| 38   | 4464703  | 53.87   |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|--|---|--|
| 16   | 3823357                                     | 46.13  |



iii. Invalid votes:

|   |   |
|---|---|
| Total number of members whose votes were declared invalid | Total number of votes cast by members whose votes were declared invalid |
| Nil   | Nil   |

(c). **Resolution 3- To fix the Remuneration of Auditors.**

Voted in favour of the resolution:

|  |  |   |
|--|--|---|
| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
| 46   | 5267751  | 63.56   |

i. Voted against the resolution:

|  |   |  |
|--|---|--|
| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
| 8  | 3020309                                     | 36.44  |

ii. Invalid votes:

|   |   |
|---|---|
| Total number of members whose votes were declared invalid | Total number of votes cast by members whose votes were declared invalid |
| Nil   | Nil   |

(d) **Resolution 4- Issue of Non-Convertible Debentures on Private placement basis.**

i. Voted in favour of the resolution:

|  |  |   |
|--|--|---|
| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
| 39   | 8229601  | 99.29   |



ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|--|---|--|
| 15   | 58459                                       | 0.71   |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by members whose votes were declared invalid |
|---|---|
| Nil   | Nil   |

**(e). Resolution 5- Approval of Remuneration Payable to Cost Auditor.**

i. Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast in favour of the resolution |
|--|--|---|
| 45   | 8284754  | 99.96   |

ii. Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast against the resolution |
|--|---|--|
| 9  | 3306  | 0.04   |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by members whose votes were declared invalid |
|---|---|
| Nil   | Nil   |



5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

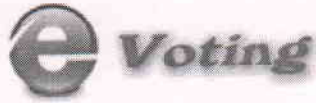
Thanking you,  
Yours faithfully,



Hemant Kumar Singh  
Partner,  
M/s Hemant Singh & Associates  
Practicing Company Secretaries



Place: New Delhi  
Date: 30.09.2014



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- [Allocate Functional Users](#)
- [EVSN](#)

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## Ballot Details

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Voting Result as of today.

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- [Finalise Voting](#)
- [Report](#)
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- [Change Password](#)

**EVSN**

140904034 for MAHANAGAR  
TELEPHONE NIGAM LIMITED

**ISIN**

INE153A01019:MTNL

**Nominal Value**

10

**Voting Rights**

1

**Total Folios Voted**

54

| Res. No. |                 |                 | Total   |
|----------|-----------------|-----------------|---------|
| 1        | 4468968 (0.71%) | 3819092 (0.61%) | 8288060 |
| 2        | 4464703 (0.71%) | 3823357 (0.61%) | 8288060 |
| 3        | 5267751 (0.84%) | 3020309 (0.48%) | 8288060 |
| 4        | 8229601 (1.31%) | 58459 (0.01%)   | 8288060 |
| 5        | 8284754 (1.32%) | 3306 (0.00%)    | 8288060 |

